

Board of Governors of the Federal Reserve System

**Consolidated Financial Statements for
Bank Holding Companies ^{3/4} 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:

June 30, 2009

Month / Date / Year (BHCK 9999)

John C. Gerspach

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

City (TEXT 9130)

NY

State (TEXT 9200)

10043-

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 (BHTX 8901)

212-559-4118

Area Code / Phone Number (BHTX 8902)

212-793-6652

FAX Number (BHTX 9116)

bieszardp@citi.com

E-mail Address of Contact (BHTX 4086)

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RSSD ID _____

C.I. _____

S.F. _____

Report of Income for Bank Holding Companies

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

Schedule HI-Consolidated Income Statement

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1. Interest income						
a. Interest and fee income on loans:						
(1) In domestic offices:						
(a) Loans secured by 1-4 family residential properties		4435		6,043,000		1.a.(1)(a)
(b) All other loans secured by real estate		4436		756,000		1.a.(1)(b)
(c) All other loans		F821		6,684,000		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs						
		4059		11,609,000		1.a.(2)
b. Income from lease financing receivables						
		4065		90,000		1.b
c. Interest income on balances due from depository institutions (1)						
		4115		812,000		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		225,000		1.d.(1)
(2) Mortgage-backed securities						
		B489		1,471,000		1.d.(2)
(3) All other securities						
		4060		4,821,000		1.d.(3)
e. Interest income from trading assets						
		4069		5,886,000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell						
		4020		1,683,000		1.f.
g. Other interest income						
		4518		174,000		1.g.
h. Total interest income (sum of items 1.a through 1.g)						
		4107		40,254,000		1.h.
2. Interest expense						
a. Interest on deposits:						
(1) In domestic offices:						
(a) Time deposits of \$100,000 or more		A517		424,000		2.a.(1)(a)
(b) Time deposits of less than \$100,000		A518		294,000		2.a.(1)(b)
(c) Other deposits		6761		742,000		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs						
		4172		3,230,000		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase						
		4180		2,057,000		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....						
		4185		5,362,000		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities.....						
		4397		668,000		2.d.
e. Other interest expense.....						
		4398		753,000		2.e.
f. Total interest expense (sum of items 2.a through 2.e).....						
		4073		13,530,000		2.f.
3. Net interest income (item 1.h minus item 2.f).....						
		4074		26,724,000		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....						
		4230		22,148,000		4.
5. Noninterest income:						
a. Income from fiduciary activities.....						
		4070		645,000		5.a.
b. Service charges on deposit accounts in domestic offices.....						
		4483		326,000		5.b.
c. Trading revenue (2).....						
		A220		5,719,000		5.c.
d. (1) Fees and commissions from securities brokerage						
		C886		15,000		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions.....						
		C888		5,117,000		5.d.(2)
(3) Fees and commissions from annuity sales						
		C887		11,000		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities						
		C386		995,000		5.d.(4)
(5) Income from other insurance activities						
		C387		505,000		5.d.(5)
e. Venture capital revenue.....						
		B491		(354,000)		5.e.
f. Net servicing fees.....						
		B492		2,949,000		5.f.
g. Net securitization income.....						
		B493		(777,000)		5.g.
h. Not applicable						
i. Net gains (losses) on sales of loans and leases.....						
		8560		580,000		5.i.
j. Net gains (losses) on sales of other real estate owned.....						
		8561		(125,000)		5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....						
		B496		10,992,000		5.k.
l. Other noninterest income (3).....						
		B497		2,162,000		5.l.
m. Total noninterest income (sum of items 5.a through 5.l).....						
		4079		28,760,000		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^{3/4}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		(151,000)		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		12,664,000		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		2,186,000		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment for other intangible assets	C232		662,000		7.c.(2)
d. Other noninterest expense (4)	4092		9,850,000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		25,362,000		7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		7,823,000		8.
9. Applicable income taxes (foreign and domestic)	4302		1,742,000		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)	4300		6,081,000		10.
11. Extraordinary items and other adjustments, net of income taxes (5)	4320		(259,000)		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104		5,822,000		12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value).....	G103		(50,000)		13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340		5,872,000		14.

(4) See Schedule HI, memoranda item 7.

(5) Describe on Schedule HI, memoranda item 8.

MEMORANDA

1. Net interest income (item 3 above) on a fully taxable equivalent basis	BHCK	Bil	Mil	Thou	
	4519		26,903,000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		8,002,000		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		35,000		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		461,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
	4150		303,798		M.5.
6. Other noninterest income (from schedule HI, 5.1 above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.1):					
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		0		M.6.f.
g. Bank card and credit card interchange fees.....	F555		535,000		M.6.g.
h. TEXT					
8562 CDS Hedge Earnings	8562		(1,616,000)		M.6.h.
i. TEXT					
8563 Translation on Foreign Debt	8563		317,000		M.6.i.
j. TEXT					
8564	8564		0		M.6.j.

Schedule HI^{3/4} 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		1,037,000		M.7.a.
b.	Advertising and marketing expenses.....	0497		685,000		M.7.b.
c.	Directors' fees.....	4136		0		M.7.c.
d.	Printing, stationery, and supplies.....	C018		566,000		M.7.d.
e.	Postage.....	8403		390,000		M.7.e.
f.	Legal fees and expenses.....	4141		323,000		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		0		M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....	F558		0		M.7.j.
k.	Telecommunications expenses.....	F559		2,296,000		M.7.k.
l.	TEXT					
	8565 Policyholder benefits and claims	8565		640,000		M.7.l.
m.	TEXT					
	8566	8566		0		M.7.m.
n.	TEXT					
	8567	8567		0		M.7.n.
8. Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):						
a. (1)	TEXT					
	3571 Discontinued Operations	3571		(429,000)		M.8.a.(1)
(2)	Applicable income tax effect	BHCK	3572	(170,000)		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		4,945,000		M.9.a.
b.	Foreign exchange exposures	8758		1,728,000		M.9.b.
c.	Equity security and index exposures	8759		916,000		M.9.c.
d.	Commodity and other exposures	8760		828,000		M.9.d.
e.	Credit exposures	F186		(2,698,000)		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		4,000		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		165,000		M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)						
12. a.	Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431		411,000		M.12.a.
b.	(1) Premiums on insurance related to the extension of credit	C242		91,000		M.12.b.(1)
	(2) All other insurance premiums	C243		904,000		M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities	B983		1,177,000		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.

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HI^{3/4}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		5,421,000		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		(58,000)		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		(968,000)		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		(1,428,000)		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409		11,000		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^{3/4}Changes in Bank Holding Company Equity Capital

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217		141,630,000		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		141,630,000		3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340		5,872,000		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross.....	3577		3,637,000		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		0		6.a.
b. Conversion or retirement of common stock.....	3580		0		6.b.
7. Sale of treasury stock.....	4782		3,634,000		7.
8. LESS: Purchase of treasury stock.....	4783		2,000		8.
9. Changes incident to business combinations, net.....	4356		0		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		2,610,000		10.
11. LESS: Cash dividends declared on common stock.....	4460		37,000		11.
12. Other comprehensive income (1).....	B511		3,965,000		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		(3,787,000)		14.
15. Total bank holding company 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 Schedule HC, item 27.a).....	bhct				
	3210		152,302,000		15.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

Schedule HI-B^{3/4} Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands

	Charge-offs ¹ (Column A)			Recoveries (Column B)			
	BHCK	Bil	Thou	BHCK	Bil	Thou	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)							
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	1,000		C892	0		1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893	12,000		C894	0		1.a.(2)
b. Secured by farmland in domestic offices.....	3584	0		3585	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.....	5411	870,000		5412	5,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:							
(a) Secured by first liens.....	C234	2,174,000		C217	4,000		1.c.(2).(a)
(b) Secured by junior liens.....	C235	1,435,000		C218	18,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588	22,000		3589	1,000		1.d.
e. Secured by nonfarm nonresidential properties in in domestic offices:							
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	C895	0		C896	0		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897	16,000		C898	0		1.e.(2)
f. In foreign offices.....	B512	176,000		B513	23,000		1.f.
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		2.a.
b. To foreign banks.....	4654	13,000		4664	0		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	4655	1,000		4665	0		3.
4. Commercial and industrial loans:							
a. To U.S. addressees (domicile).....	4645	2,302,000		4617	33,000		4.a.
b. To non-U.S. addressees (domicile).....	4646	466,000		4618	56,000		4.b.
5. Loans to individuals for household, family, and other personal expenditures:							
a. Credit cards.....	B514	3,566,000		B515	317,000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516	4,179,000		B517	310,000		5.b.
6. Loans to foreign governments and official institutions.....	4643	0		4627	3,000		6.
7. All other loans.....	4644	1,191,000		4628	23,000		7.
8. Lease financing receivables:							
a. Leases to individuals for household, family, and other personal expenditures.....	F185	0		F187	0		8.a.
b. All other leases	C880	9,000		F188	3,000		8.b.
9. Total (sum of items 1 through 8).....	4635	16,433,000		4605	796,000		9.

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

Schedule HI-B^{3/4}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		176,000		4662		23,000	

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		468,000	

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		29,616,000	
bhct			
4605		796,000	
C079		16,433,000	
BHCK			
5523		0	
bhct			
4230		22,148,000	
C233		(186,000)	
bhct			
3123		35,941,000	

1.
2.
3.
4.
5.
6.
7.

MEMORANDA

1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7

Memorandum items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as Defined in the 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)
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		297,000	
C390		0	
C781		291,000	

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^{3/4} 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.	Noncontrolling (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^{3/4}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^{3/4}Other

		Dollar amount in thousands			
TEXT	BHCK	Bil	Mil	Thou	
1. Cumulative effect of the initial application of FSP FAS 115-2 on other-than-temporary impairment					
	G894		413,000		1.
2. 5352					
	5352		N/A		2.
3. 5353					
	5353		N/A		3.
4. 5354					
	5354		N/A		4.
5. 5355					
	5355		N/A		5.
6. B042					
	B042		N/A		6.
7. B043					
	B043		N/A		7.
8. B044					
	B044		N/A		8.
9. B045					
	B045		N/A		9.
10. B046					
	B046		N/A		10.

Notes to the Income Statement ^{3/4}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 June 30, 2009

Schedule HC^{3/4} 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		27,715,000		1.a.
b.	Interest-bearing balances: (2)					
(1)	In U.S. offices.....	0395		105,905,000		1.b.(1)
(2)	In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		77,115,000		1.b.(2)
2.	Securities :					
a.	Held-to-maturity securities (from Schedule HC-B, column A).....	1754		59,622,000		2.a.
b.	Available-for-sale securities (from Schedule HC-B, column D).....	1773		191,287,000		2.b.
3.	Federal funds sold and securities purchased under agreements to resell:					
a.	Federal funds sold in domestic offices.....	BHDM	B987	80,000		3.a.
b.	Securities purchased under agreements to resell (3).....	BHCK	B989	183,167,000		3.b.
4.	Loans and lease financing receivables:					
a.	Loans and leases held for sale.....		5369	13,538,000		4.a.
b.	Loans and leases, net of unearned income.....	B528		658,902,000		4.b.
c.	LESS: Allowance for loan and lease losses.....	3123		35,941,000		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		622,961,000		4.d.
5.	Trading assets (from Schedule HC-D).....	3545		332,561,000		5.
6.	Premises and fixed assets (including capitalized leases).....	2145		8,793,000		6.
7.	Other real estate owned (from Schedule HC-M).....	2150		1,666,000		7.
8.	Investments in unconsolidated subsidiaries and associated companies.....	2130		20,884,000		8.
9.	Direct and indirect investments in real estate ventures.....	3656		592,000		9.
10.	Intangible assets:					
a.	Goodwill.....	3163		26,111,000		10.a.
b.	Other intangible assets (from Schedule HC-M).....	0426		19,953,000		10.b.
11.	Other assets (from Schedule HC-F).....	2160		159,964,000		11.
12.	Total assets (sum of items 1 through 11).....	2170		1,851,914,000		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^{3/4}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		77,180,000		13.a.(1)
	(2) Interest-bearing.....	6636		234,089,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
	(1) Noninterest-bearing.....	BHFN	6631	40,389,000		13.b.(1)
	(2) Interest-bearing.....	BHFN	6636	453,078,000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices (2).....						
		BHDM	B993	2,936,000		14.a.
b. Securities sold under agreements to repurchase (3).....						
		BHCK	B995	182,536,000		14.b.
15. Trading liabilities (from Schedule HC-D).....			3548	112,985,000		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....			3190	402,425,000		16.
17. Not applicable						
18. Not applicable						
19. a. Subordinated notes and debentures (4).....			4062	27,656,000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....						
			C699	24,196,000		19.b.
20. Other liabilities (from Schedule HC-G).....			2750	140,276,000		20.
21. Total liabilities (sum of items 13 through 20).....			2948	1,697,746,000		21.
22. Not applicable						
EQUITY CAPITAL						
Bank Holding Company Equity Capital						
23. Perpetual preferred stock and related surplus.....			3283	74,301,000		23.
24. Common stock (par value).....			3230	57,000		24.
25. Surplus (exclude all surplus related to preferred stock).....			3240	16,663,000		25.
26. a. Retained earnings.....			3247	88,874,000		26.a.
b. Accumulated other comprehensive income (5).....						
			B530	(21,643,000)		26.b.
c. Other equity capital components (6).....						
			A130	(5,950,000)		26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c).....			3210	152,302,000		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....						
			3000	1,866,000		27.b.
28. Total equity capital (sum of items 27.a and 27.b).....			G105	154,168,000		28.
29. Total liabilities and equity capital (sum of items 21 and 28).....			3300	1,851,914,000		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 N/A 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.
Name of External Auditing Firm (TEXT C703)

City (TEXT C708)

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

b.
Name of Engagement Partner (TEXT C704)

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 ³/₄ 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			0	0213			0	1286			7,729,000	1287			7,611,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies (1).....	1289			0	1290			0	1291			24,000	1293			25,000	2.a.
b. Issued by U.S. government- sponsored agencies (2).....	1294			0	1295			0	1297			16,715,000	1298			16,652,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	8496			3,123,000	8497			2,803,000	8498			19,890,000	8499			17,678,000	3.
4. Mortgage-backed securities (MBS)																	
a. Residential pass-through securities:																	
(1) Guaranteed by GNMA.....	G300			0	G301			0	G302			1,438,000	G303			1,467,000	4.a.(1)
(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			24,227,000	G307			24,440,000	4.a.(2)
(3) Other pass-through securities	G308			12,000	G309			12,000	G310			2,000	G311			3,000	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312			0	G313			0	G314			2,624,000	G315			2,536,000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316			0	G317			0	G318			0	G319			0	4.b.(2)
(3) All other residential mortgage -backed securities.....	G320			25,703,000	G321			22,003,000	G322			8,818,000	G323			6,847,000	4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities.....	G324			0	G325			0	G326			94,000	G327			41,000	4.c.(1)
(2) Other commercial MBS.....	G328			1,221,000	G329			829,000	G330			854,000	G331			748,000	4.c.(2)
5. Asset-backed securities and structured financial products:																	
a. Asset-backed securities (ABS)...	C026			21,016,000	C988			20,856,000	C989			1,203,000	C027			1,228,000	5.a.
b. Structured financial products:																	
(1) Cash.....	G336			1,495,000	G337			1,209,000	G338			7,782,000	G339			7,438,000	5.b.(1)
(2) Synthetic.....	G340			49,000	G341			48,000	G342			0	G343			0	5.b.(2)
(3) Hybrid.....	G344			0	G345			0	G346			0	G347			0	5.b.(3)
6. Other debt securities:																	
a. Other domestic debt securities...	1737			2,440,000	1738			2,526,000	1739			6,131,000	1741			6,090,000	6.a.
b. Foreign debt securities.....	1742			4,563,000	1743			4,138,000	1744			91,716,000	1746			92,076,000	6.b.

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

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

Schedule HC-B ¾ Continued

Dollar Amounts in Thousands	Held-to-Maturity						Available-for-sale										
	(Column A) Amortized Cost			(Column B) Fair Value			(Column C) Amortized Cost			(Column D) Fair Value							
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7. Investments in mutual funds and other equity securities with readily determinable fair values.....								A510		4,921,000			A511		6,407,000		7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct												bhct				8.
	1754		59,622,000		1771		54,424,000	1772		194,168,000			1773		191,287,000		

MEMORANDA

	BHCK	Bil	Mil	Thou	
1. Pledged securities (1).....	0416		97,643,000		M.1.
2. Remaining maturity or next repricing date of debt securities (2)(3)(Schedule HC-B, items 1 through 6.b in columns A and D above):					
a. 1 year and less.....	0383		54,665,000		M.2.a.
b. Over 1 year to 5 years.....	0384		75,119,000		M.2.b.
c. Over 5 years.....	0387		114,718,000		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		203,000		M.4.a.
b. Fair value.....	8783		141,000		M.4.b.

Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.(4)

	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
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																
a. Credit card receivables	B838		4,276,000		B839		4,760,000	B840		145,000		B841		143,000		5.a.
b. Home equity lines	B842		653,000		B843		535,000	B844		34,000		B845		17,000		5.b.
c. Automobile loans	B846		8,600,000		B847		8,523,000	B848		71,000		B849		72,000		5.c.
d. Other consumer loans	B850		7,121,000		B851		6,674,000	B852		198,000		B853		203,000		5.d.
e. Commercial and industrial loans	B854		0		B855		0	B856		9,000		B857		10,000		5.e.
f. Other	B858		366,000		B859		364,000	B860		746,000		B861		783,000		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.
(4) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HC-B ¾ Continued

MEMORANDA (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	Thou	BHCK	Bil	Thou	BHCK	Bil	Thou	BHCK	Bil	Thou	
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):													
a. Trust preferred securities issued by financial institutions...	G348	514,000		G349	332,000		G350	0		G351	0		6.a.
b. Trust preferred securities issued by real estate investment trusts.....	G352	0		G353	0		G354	0		G355	0		6.b.
c. Corporate and similar loans.....	G356	898,000		G357	820,000		G358	7,163,000		G359	6,787,000		6.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G360	0		G361	0		G362	0		G363	0		6.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs.....	G364	16,000		G365	16,000		G366	0		G367	0		6.e.
f. Diversified (mixed) pools of structured financial products.....	G368	5,000		G369	5,000		G370	0		G371	0		6.f.
g. Other collateral of reference assets.....	G372	111,000		G373	84,000		G374	619,000		G375	651,000		6.g.

Schedule HC-C ¾ 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		289,245,000				1.
	a. Construction, land development, and other land loans:				BHCK			
	(1) 1-4 family residential construction loans.....				F158		732,000	1.a.(1)
	(2) Other construction loans and all land development and other land loans.....				F159		1,913,000	1.a.(2)
	b. Secured by farmland.....				BHDM			
	c. Secured by 1-4 family residential properties:				1420		36,000	1.b.
	(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....							
	(2) Closed-end loans secured by 1-4 family residential properties:							
	(a) Secured by first liens.....				1797		31,976,000	1.c.(1)
	(b) Secured by junior liens.....							
	d. Secured by multifamily (5 or more) residential properties.....				5367		147,762,000	1.c.(2)(a)
	e. Secured by nonfarm nonresidential properties:				5368		29,763,000	1.c.(2)(b)
	(1) Loans secured by owner-occupied nonfarm nonresidential properties.....							
	(2) Loans secured by other nonfarm nonresidential properties.....				1460		7,672,000	1.d.
					BHCK			
					F160		2,062,000	1.e.(1)
					F161		11,050,000	1.e.(2)
2.	Loans to depository institutions and acceptances of other banks.....				BHDM			
	a. To U.S. banks and other U.S. depository institutions.....	1292		376,000	1288		368,000	2.
	b. To foreign banks.....	1296		6,733,000				2.a.
								2.b.
3.	Loans to finance agricultural production and other loans to farmers.....	1590		1,181,000	1590		253,000	3.
4.	Commercial and industrial loans.....				1766		45,326,000	4.
	a. To U.S. addressees (domicile).....	1763		41,099,000				4.a.
	b. To non-U.S. addressees (domicile).....	1764		95,996,000				4.b.
5.	Not applicable							
6.	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....							
	a. Credit cards.....	B538		69,961,000	1975		89,920,000	6.
	b. Other revolving credit plans.....	B539		9,915,000				6.a.
	c. Other consumer loans (includes single payment, installment, and all student loans).....	2011		101,493,000				6.b.
								6.c.
7.	Loans to foreign governments and official institutions (including foreign central banks).....	2081		1,024,000	2081		156,000	7.
8.	Not applicable							
9.	a. Loans for purchasing and carrying securities (secured and unsecured).....	1545		19,089,000	1545		13,903,000	9.a.
	b. All other loans.....	1564		36,929,000	1564		20,300,000	9.b.
10.	Lease financing receivables (net of unearned income).....				2165		1,299,000	10.
	a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162		159,000				10.a.
	b. All other leases.....	F163		3,040,000				10.b.
11.	LESS: Any unearned income on loans reflected in items 1-9 above.....	2123		3,800,000	2123		2,969,000	11.
12.	Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	2122		672,440,000	2122		401,522,000	12.

Schedule HC-C^{3/4} 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		13,622,000		M.1.a.
b.	Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK		239,000		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		459,000		M.2.
3.	Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		56,307,000		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		2,281,000		M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>						
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		7,455,000		M.5.a.
b.	Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		1,509,000		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, 2008, 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		4,540,000		M.9.

Schedule HC-C^{3/4} 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		8,146,000					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		8,146,000		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		1,122,000	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		1,316,000	F589		1,315,000		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		8,099,000					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		8,099,000		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		1,134,000	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		1,302,000	F601		1,302,000		M.11.d.

Schedule HC-C^{3/4}Continued

MEMORANDA (continued)

	(Column A) Fair value of acquired loans and leases at acquisition date			(Column B) Gross contractual amounts receivable at acquisition			(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected			
	BHCK	Bil	Thou	BHCK	Bil	Thou	BHCK	Bil	Thou	
Dollar Amounts in Thousands										
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:										
a. Loans secured by real estate.....	G091		0	G092		0	G093		0	M.12.a.
b. Commercial and industrial loans.....	G094		0	G095		0	G096		0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures.....	G097		0	G098		0	G099		0	M.12.c.
d. All other loans and all leases.....	G100		0	G101		0	G102		0	M.12.d.

	Dollar Amounts in Thousands			
	BHCK	Bil	Thou	
13. Not applicable				
14. Pledged loans and leases.....	G378		158,697,000	14.

Schedule HC-D^{3/4} 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	9,770,000		3531	6,776,000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532	4,290,000		3532	4,290,000		2.
3. Securities issued by states and political subdivisions in the U.S.....	3533	6,056,000		3533	6,056,000		3.
4. Mortgage-backed securities (MBS):							
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK G379	20,216,000		BHDM G379	20,216,000		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G380	6,926,000		G380	6,926,000		4.b.
c. All other residential mortgage-backed securities.....	G381	13,327,000		G381	13,025,000		4.c.
d. Commercial MBS.....	G382	2,640,000		G382	1,226,000		4.d.
5. Other debt securities							
a. Structured financial products:							
(1) Cash.....	G383	3,895,000		G383	2,959,000		5.a.(1)
(2) Synthetic.....	G384	0		G384	0		5.a.(2)
(3) Hybrid.....	G385	9,000		G385	0		5.a.(3)
b. All other debt securities.....	G386	118,166,000		G386	22,716,000		5.b.
6. Loans:							
a. Loans secured by real estate.....	F610	2,851,000					6.a.
(1) Construction, land development, and other land loans.....				F604	44,000		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	32,000		6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:							
(i) Secured by first liens.....				F607	1,506,000		6.a.(3)(b)(i)
(ii) Secured by junior liens.....				F611	11,000		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	976,000		6.a.(5)
b. Commercial and industrial loans.....	F614	16,452,000		F614	15,485,000		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	120,000		F618	120,000		6.d.
7. Not applicable							
8. Not applicable							
9. Other trading assets.....	BHCM 3541	55,611,000		BHCK 3541	35,066,000		9.
10. Not applicable							
11. Derivatives with a positive fair value.....	3543	72,232,000		3543	30,906,000		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct 3545	332,561,000		BHDM 3545	168,336,000		12.
LIABILITIES							
13. a. Liability for short positions:							
(1) Equity securities.....	BHCK G209	8,672,000		G209	8,427,000		13.a.(1)
(2) Debt securities.....	G210	39,543,000		G210	30,735,000		13.a.(2)
(3) All other assets.....	G211	43,000		G211	1,000		13.a.(3)
b. All other trading liabilities.....	F624	0		F624	0		13.b.
14. Derivatives with a negative fair value.....	3547	64,727,000		3547	18,311,000		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct 3548	112,985,000		3548	57,474,000		15.

Schedule HC-D^{3/4} 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		5,347,000			M.1.a.
(1) Construction, land development, and other land loans.....				F625		71,000 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		56,000 M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:						
(i) Secured by first liens.....				F628		2,489,000 M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....				F629		321,000 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		2,114,000 M.1.a.(5)
b. Commercial and industrial loans.....	F632		20,028,000	F632		18,784,000 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		128,000	F636		128,000 M.1.d.
2. Loans measured at fair value that are past due 90 days or more:						
a. Fair value.....	F639		661,000	F639		661,000 M.2.a.
b. Unpaid principal balance.....	F640		1,792,000	F640		1,792,000 M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):						
a. Trust preferred securities issued by financial institutions.....	G299		1,067,000	G299		1,058,000 M.3.a.
b. Trust preferred securities issued by real estate investment trusts.....	G332		0	G332		0 M.3.b.
c. Corporate and similar loans.....	G333		73,000	G333		73,000 M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....	G334		0	G334		0 M.3.d.
e. 1-4 family residential MBS not insured or guaranteed by GSEs....	G335		6,000	G335		6,000 M.3.e.
f. Diversified (mixed) pools of structured financial products.....	G651		49,000	G651		11,000 M.3.f.
g. Other collateral or reference assets.....	G652		2,709,000	G652		1,811,000 M.3.g.
4. Pledged trading assets:						
a. Pledged securities.....	G387		13,032,000	G387		6,847,000 M.4.a.
b. Pledged loans.....	G388		0	G388		0 M.4.b.

	Dollar Amounts in Thousands		
	BHCK	Bil	Thou
<i>Memoranda items 5 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.</i>			
5. Asset-backed securities:			
a. Credit card receivables.....	F643		12,654,000 M.5.a.
b. Home equity lines.....	F644		330,000 M.5.b.
c. Automobile loans.....	F645		914,000 M.5.c.
d. Other consumer loans.....	F646		204,000 M.5.d.
e. Commercial and industrial loans.....	F647		639,000 M.5.e.
f. Other.....	F648		913,000 M.5.f.

Schedule HC-D^{3/4} Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands			
		BHCK Bil	Mil	Thou	
6.	Retained beneficial interests in securitizations (first-loss or equity tranches)	F651	1,077,000		M.6.
7.	Equity securities:				
a.	Readily determinable fair values.....	F652	37,148,000		M.7.a.
b.	Other.....	F653	3,476,000		M.7.b.
8.	Loans pending securitization	F654	0		M.8.
9.	a. (1) Gross fair value of commodity contracts.....	G212	21,332,000		M.9.a.(1)
	(2) Gross fair value of physical commodities held in inventory.....	G213	304,000		M.9.a.(2)
9.	b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):				
(1)	BHTX				
	F655	F655	0		M.9.b.(1)
(2)	BHTX				
	F656	F656	0		M.9.b.(2)
(3)	BHTX				
	F657	F657	0		M.9.b.(3)
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^{3/4} 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	40,020,000		1.a.
b.	NOW, ATS, and other transaction accounts.....	3187	21,195,000		1.b.
c.	Money market deposit accounts and other savings accounts.....	2389	186,036,000		1.c.
d.	Time deposits of less than \$100,000.....	6648	21,402,000		1.d.
e.	Time deposits of \$100,000 or more.....	2604	36,008,000		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	186,000		2.a.
b.	NOW, ATS, and other transaction accounts.....	3187	0		2.b.
c.	Money market deposit accounts and other savings accounts.....	2389	6,422,000		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	31,039,000		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	27,897,000		M.3.
		BHFN			
4.	Foreign office time deposits with a remaining maturity of one year or less.....	A245	182,539,000		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^{3/4} Other Assets

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Accrued interest receivable(1).....	B556		8,976,000		1.
2.	Net deferred tax assets (2).....	2148		43,968,000		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		15,741,000		4.
5.	Life insurance assets.....	C009		7,813,000		5.
6.	Other.....	2168		83,466,000		6.
		bhct				
7.	Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		159,964,000		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^{3/4} Other Liabilities

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Not applicable					
2.	Net deferred tax liabilities (1).....	3049		2,343,000		2.
3.	Allowance for credit losses on off-balance sheet credit exposures.....	B557		1,082,000		3.
4.	Other.....	B984		136,851,000		4.
		bhct				
5.	Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		140,276,000		5.

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

Schedule HC-H^{3/4} 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		624,666,000		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		481,839,000		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		148,106,000		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^{3/4} Insurance-Related Underwriting Activities (including reinsurance)

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

Part I. Property and Casualty Underwriting

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			27,000	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			851,000	1.
2. Separate account assets.....	B992			3,061,000	2.
3. Total assets.....	C248			14,874,000	3.
LIABILITIES					
4. Policy holder benefits and contract holder funds.....	B994			6,118,000	4.
5. Separate account liabilities.....	B996			3,061,000	5.
6. Total equity.....	C249			5,520,000	6.
7. Net income.....	C250			174,000	7.

Schedule HC-K^{3/4} Quarterly Averages

Dollar Amounts in Thousands

ASSETS	BHCK	Bil	Mil	Thou	
1. Securities.....	3515			243,774,000	1.
2. Federal funds sold and securities purchased under agreements to resell.....	3365			194,027,000	2.
3. Loans and leases.....	3516			689,077,000	3.
BHDM					
a. Loans secured by 1-4 family residential properties in domestic offices.....	3465			214,992,000	3.a.
b. All other loans secured by real estate in domestic offices.....	3466			23,496,000	3.b.
c. All other loans in domestic offices.....	F724			175,083,000	3.c.
BHCK					
4. a. Trading assets.....	3401			357,682,000	4.a.
b. Other earning assets.....	B985			189,631,000	4.b.
5. Total consolidated assets.....	3368			1,905,115,000	5.
LIABILITIES					
6. Interest-bearing deposits (domestic).....	3517			225,312,000	6.
7. Interest-bearing deposits (foreign).....	3404			428,248,000	7.
8. Federal funds purchased and securities sold under agreements to repurchase.....	3353			254,485,000	8.
9. All other borrowed money.....	2635			394,524,000	9.
10. Not applicable					
EQUITY CAPITAL					
11. Total equity capital (excludes limited-life preferred stock).....	3519			150,281,000	11.

For Federal Reserve Bank Use Only C.I. _____

(Report only transactions with nonrelated institutions)
Schedule HC-L ¾ 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		26,363,000		1.a.
	b. Credit card lines	3815		873,043,000		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		1,569,000		1.c.(1)
	(a) 1-4 family residential construction loan commitments.....	F164		227,000		1.c.(1)(a)
	(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165		1,342,000		1.c.(1)(b)
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		557,000		1.c.(2)
	d. Securities underwriting	3817		0		1.d.
	e. Other unused commitments	3818		268,314,000		1.e.
2.	Financial standby letters of credit and foreign office guarantees	6566		94,554,000		2.
	Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)					
	a. Amount of financial standby letters of credit conveyed to others	3820		21,236,000		2.a.
3.	Performance standby letters of credit and foreign office guarantees	6570		15,303,000		3.
	Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)					
	a. Amount of performance standby letters of credit conveyed to others	3822		1,376,000		3.a.
4.	Commercial and similar letters of credit	3411		7,808,000		4.
5.	Not applicable					
6.	Securities lent	3433		47,003,000		6.

		(Column A) Sold Protection				(Column B) Purchased Protection				
		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7.	Credit derivatives:									
	a. Notional amounts:									
	(1) Credit defaults swaps	C968		1,363,683,000		C969		1,450,451,000		7.a.(1)
	(2) Total returns swaps	C970		1,950,000		C971		29,664,000		7.a.(2)
	(3) Credit options	C972		55,000		C973		150,000		7.a.(3)
	(4) Other credit derivatives	C974		0		C975		1,000		7.a.(4)
	b. Gross fair values:									
	(1) Gross positive fair value	C219		16,191,000		C221		134,837,000		7.b.(1)
	(2) Gross negative fair value	C220		117,127,000		C222		16,217,000		7.b.(2)

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

(Report only transactions with nonrelated institutions)
Schedule HC-L^{3/4} Continued

7. c. Notional amounts by regulatory capital treatment:

(1) Positions covered under the Market Risk Rule:

- (a) Sold protection.....
- (b) Purchased protection.....

(2) All other positions:

- (a) Sold protection.....
- (b) Purchased protection that is recognized as a guarantee for regulatory capital purposes.....
- (c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes.....

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou	
G401		1,365,688,000		7.c.(1)(a)
G402		1,480,139,000		7.c.(1)(b)
G403		0		7.c.(2)(a)
G404		94,000		7.c.(2)(b)
G405		33,000		7.c.(2)(c)

Dollar Amounts in Thousands

7. d. Notional amounts by remaining maturity:

(1) Sold credit protection:

- (a) Investment grade.....
- (b) Subinvestment grade.....

(2) Purchased credit protection:

- (a) Investment grade.....
- (b) Subinvestment grade.....

Remaining Maturity of:											
(Column A) One Year or Less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
G406		86,953,000		G407		550,549,000		G408		186,300,000	
G409		84,324,000		G410		327,680,000		G411		129,882,000	
G412		106,971,000		G413		575,384,000		G414		216,139,000	
G415		73,737,000		G416		380,981,000		G417		127,054,000	

8. Spot foreign exchange contracts

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 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)

BHCK	Bil	Mil	Thou	
8765		402,762,000		8.
3430		44,370,000		9.
3432		44,370,000		9.a.
3434		0		9.b.
3435		0		9.c.
6561		0		9.d.
6562		0		9.e.
6568		0		9.f.
6586		0		9.g.

- a. Securities borrowed.....
- b. Commitments to purchase when-issued securities.....
- c. Commitments to sell when-issued securities.....
- d. TEXT
- 6561
- e. TEXT
- 6562
- f. TEXT
- 6568
- g. TEXT
- 6586

10. Not applicable

Schedule HC-L^{3/4}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	573,387,000				5,637,000				11,821,000				45,163,000				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts	3,295,513,000				2,063,638,000				1,742,000				39,742,000				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options	902,477,000				8,867,000				359,744,000				19,254,000				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options	973,565,000				8,539,000				346,964,000				19,223,000				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options	2,370,959,000				440,682,000				104,184,000				11,409,000				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options	2,504,968,000				453,588,000				95,987,000				11,031,000				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps	17,976,883,000				973,630,000				90,794,000				27,451,000				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross notional amount of derivative contracts held for trading	28,140,073,000				3,771,526,000				1,011,236,000				173,273,000				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross notional amount of derivative contracts held for purposes other than trading	457,679,000				183,055,000				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	542,006,000				89,347,000				24,447,000				21,332,000				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value	517,932,000				93,673,000				45,070,000				20,447,000				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	8,554,000				3,398,000				0				0				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value	12,311,000				4,006,000				0				0				14.b.(2)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				

Schedule HC-L^{3/4} Continued

Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more. ⁽¹⁾

Dollar Amounts in Thousands

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
15. Over-the-counter derivatives:																					
a. Net current credit exposure	G418		58,726,000		G419		6,848,000		G420		3,074,000		G421		8,356,000		G422		49,375,000	15.a.	
b. Fair value of collateral:																					
(1) Cash--U.S. dollar	G423		33,580,000		G424		0		G425		4,626,000		G426		134,000		G427		14,130,000	15.b.(1)	
(2) Cash--Other currencies	G428		1,347,000		G429		0		G430		9,000		G431		0		G432		1,239,000	15.b.(2)	
(3) U.S. Treasury securities	G433		646,000		G434		18,000		G435		187,000		G436		0		G437		492,000	15.b.(3)	
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	G438		290,000		G439		3,000		G440		7,000		G441		6,000		G442		925,000	15.b.(4)	
(5) Corporate bonds	G443		20,000		G444		0		G445		141,000		G446		0		G447		358,000	15.b.(5)	
(6) Equity securities	G448		0		G449		0		G450		1,000		G451		0		G452		318,000	15.b.(6)	
(7) All other collateral	G453		287,000		G454		1,000		G455		66,000		G456		0		G457		1,964,000	15.b.(7)	
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458		36,170,000		G459		22,000		G460		5,037,000		G461		140,000		G462		19,426,000	15.b.(8)	

(1) The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HC-M³/₄ Memoranda

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)	BHCK	Bil	Mil	Thou	
1. Total number of bank holding company common shares outstanding.....	3459				5,507,716,974	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		72,107,000		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		56,348,000		3.
4. Other assets acquired in satisfaction of debts previously contracted		6557		129,000		4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC		A288		42,210,000		5.
6. Not applicable						
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				8.
		C251		0		
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statemats of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no)		BHCK				9.
		6689		0		
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				11.
		6416		1		
TEXT						
6428 Peter Bieszard						
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)						
12. Intangible assets other than goodwill:		BHCK	Bil	Mil	Thou	
a. Mortgage servicing assets.....		3164		6,770,000		12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438			6,770,000		12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets.....		B026		3,856,000		12.b.
c. All other identifiable intangible assets.....		5507		9,327,000		12.c.
		bhct				
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....		0426		19,953,000		12.d.
13. Other real estate owned.....		2150		1,666,000		13.
14. Other borrowed money:		BHCK				
a. Commercial paper.....		2309		28,652,000		14.a.
b. Other borrowed money with a remaining maturity of one year or less.....		2332		125,562,000		14.b.
c. Other borrowed money with a remaining maturity of more than one year.....		2333		248,211,000		14.c.
		bhct				
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....		3190		402,425,000		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				15.
		B569		1		
		BHCK	Bil	Mil	Thou	
16. Assets under management in proprietary mutual funds and annuities.....		B570		104,974,000		16.

Schedule HC-M^{3/4}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

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

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

BHCK		
C700		N/A
C701		N/A

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.

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
20. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:					
a. Net assets.....	C252		362,997,000		20.a.
b. Balances due from related institutions:					
(1) Due from the bank holding company (parent company only), gross.....	4832		6,413,000		20.b.(1)
(2) Due from the subsidiary banks of the bank holding company, gross.....	4833		14,241,000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834		45,555,000		20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross.....	5041		3,064,000		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043		10,659,000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045		118,164,000		20.c.(3)
d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors.....	5047		10,995,000		20.d.
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.....	C253		11,514,000		21.

Schedule HC-M^{3/4}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

22.

Memoranda items 23 and 24 are 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).....

24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:

- a. Senior perpetual preferred stock or similar items.....
- b. Warrants to purchase common stock or similar items.....

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou	
F064			0	23.a.
F065		97,127,000		23.b.
G234		46,877,000		24.a.
G235		1,885,000		24.b.

Schedule HC-N^{3/4}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		2,000		F174		0		F176		43,000		1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173		113,000		F175		50,000		F177		192,000		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		611,000		5399		0		5400		384,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens.....	C236		7,464,000		C237		4,281,000		C229		8,590,000		1.c.(2).(a)
(b) Secured by junior liens.....	C238		1,105,000		C239		0		C230		1,722,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499		152,000		3500		6,000		3501		165,000		1.d.
e. Secured by nonfarm non-residential properties in domestic offices:													
(1) Loans secured by owner-occupied nonfarm non-residential properties.....	F178		12,000		F180		0		F182		45,000		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179		77,000		F181		0		F183		736,000		1.e.(2)
f. In foreign offices.....	B572		746,000		B573		0		B574		2,812,000		1.f.

Schedule HC-N^{3/4}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	Thou	BHCK	Bil	Thou	BHCK	Bil	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		29,000	2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594		1,000	1597		1,000	1583		37,000	3.
4. Commercial and industrial loans.....	1606		627,000	1607		767,000	1608		8,705,000	4.
5. Loans to individuals for household, family, and other personal expenditures:										
a. Credit Cards.....	B575		2,216,000	B576		1,732,000	B577		1,667,000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578		2,799,000	B579		900,000	B580		2,392,000	5.b.
6. Loans to foreign governments and official institutions.....	5389		0	5390		0	5391		1,000	6.
7. All other loans.....	5459		426,000	5460		7,000	5461		2,835,000	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		32,000	F170		0	F171		52,000	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		107,000	3506		1,548,000	3507		106,000	9.
10. TOTAL (sum of items 1 through 9).....	5524		16,490,000	5525		9,292,000	5526		30,513,000	10.

Schedule HC-N^{3/4}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		8,283,000		5613		5,976,000		5614		11,592,000		11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....	5615		712,000		5616		1,374,000		5617		62,000		11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866		460,000		C867		3,932,000		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		3,986,000		F662		369,000		F663		3,457,000		M.1.a
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658		5,000		1659		0		1661		6,000		M.1.b.

Schedule HC-N^{3/4}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	Thou	BHCK	Bil	Thou	BHCK	Bil	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		3,204,000	1912		1,208,000	1913		15,629,000	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		80,000	C241		62,000	C226		652,000	M.5.a.
b. Loans measured at fair value:										
(1) Fair value.....	F664		2,000	F665		0	F666		12,000	M.5.b.(1)
(2) Unpaid principal balance.....	F667		5,000	F668		0	F669		33,000	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	Bil	Thou	BHCK	Bil	Thou	
6. Derivative contracts: Fair value of amounts carried as assets.....	3529		0	3530		0	M.6.

	BHCK	Bil	Mil	Thou
7. Additions to nonaccrual assets during the quarter.....	C410		5,730,000	M.7.
8. Nonaccrual assets sold during the quarter.....	C411		53,000	M.8.

Schedule HC-P^{3/4} 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		1,855,000		1.a.
b.	Closed-end junior liens.....	F067		0		1.b.
c. Open-end loans extended under lines of credit:		BHDM				
	(1) Total commitment under the lines of credit.....	F670		0		1.c.(1)
	(2) Principal amount funded under the lines of credit.....	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		26,655,000		2.a.
b.	Closed-end junior liens.....	F069		0		2.b.
c. Open-end loans extended under lines of credit:		BHDM				
	(1) Total commitment under the lines of credit.....	F672		0		2.c.(1)
	(2) Principal amount funded under the lines of credit.....	F673		0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:						
		BHCK				
a.	Closed-end first liens.....	F070		26,731,000		3.a.
b.	Closed-end junior liens.....	F071		0		3.b.
c. Open-end loans extended under lines of credit:		BHDM				
	(1) Total commitment under the lines of credit.....	F674		0		3.c.(1)
	(2) Principal amount funded under the lines of credit.....	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		9,156,000		4.a.
b.	Closed-end junior liens.....	F073		0		4.b.
c. Open-end loans extended under lines of credit:		BHDM				
	(1) Total commitment under the lines of credit.....	F676		0		4.c.(1)
	(2) Principal amount funded under the lines of credit.....	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		642,000		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		741,000		6.a.
b.	Closed-end junior liens.....	F679		0		6.b.
c. Open-end loans extended under lines of credit:		BHDM				
	(1) Total commitment under the lines of credit.....	F680		0		6.c.(1)
	(2) Principal amount funded under the lines of credit.....	F681		0		6.c.(2)

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.
(2) Exclude originations and purchases of 1-4 family residential mortgage loans that are held for investment.

Schedule HC-Q^{3/4} Assets and Liabilities Measured at Fair Value on a Recurring Basis

Schedule HC-Q is to be completed by all bank holding companies.

Dollar Amounts in Thousands

	(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				
	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou		
ASSETS																	
	bhcy																
1. Available-for-sale securities	1773	191,287,000		G474		0		G475	47,443,000		G476	128,620,000		G477	15,224,000	1.	
2. Federal funds sold and securities purchased under agreements to resell	BHCK																
	G478	73,755,000		G479	34,761,000		G480	0		G481	108,516,000		G482	0		2.	
3. Loans and leases held for sale	G483	8,115,000		G484	0		G485	0		G486	8,115,000		G487	0		3.	
4. Loans and leases held for investment	G488	1,831,000		G489	0		G490	0		G491	1,635,000		G492	196,000		4.	
5. Trading assets:	bhct																
a. Derivative assets	3543	72,232,000		G493	753,067,000		G494	5,987,000		G495	783,416,000		G496	35,896,000		5.a.	
	BHCK																
b. Other trading assets	G497	260,329,000		G498	0		G499	83,211,000		G500	131,939,000		G501	45,179,000		5.b.	
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b. above).....	F240	0		F684	0		F692	0		F241	0		F242	0		5.b.(1)	
6. All other assets	G391	27,494,000		G392	3,650,000		G395	0		G396	14,929,000		G804	16,215,000		6.	
7. Total assets measured at fair value on a recurring basis	G502	635,043,000		G503	791,478,000		G504	136,641,000		G505	1,177,170,000		G506	112,710,000		7.	
LIABILITIES																	
8. Deposits	F252	2,107,000		F686	0		F694	0		F253	1,995,000		F254	112,000		8.	
9. Federal funds purchased and securities sold under agreements to repurchase	G507	116,133,000		G508	34,761,000		G509	0		G510	143,690,000		G511	7,204,000		9.	
10. Trading liabilities:	bhct																
a. Derivative liabilities	3547	64,727,000		G512	745,444,000		G513	6,089,000		G514	769,366,000		G515	34,716,000		10.a.	
	BHCK																
b. Other trading liabilities	G516	48,258,000		G517	0		G518	37,161,000		G519	10,136,000		G520	961,000		10.b.	
11. Other borrowed money	G521	28,048,000		G522	0		G523	0		G524	16,470,000		G525	11,578,000		11.	
12. Subordinated notes and debentures	G526	0		G527	0		G528	0		G529	0		G530	0		12.	
13. All other liabilities	G805	12,667,000		G806	3,650,000		G807	0		G808	16,298,000		G809	19,000		13.	
14. Total liabilities measured at fair value on a recurring basis	G531	271,940,000		G532	783,855,000		G533	43,250,000		G534	957,955,000		G535	54,590,000		14.	

Dollar Amounts in Thousands

Memoranda

1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):

- a. Mortgage servicing assets
- b. Nontrading derivative assets
- c.
- d.
- e.
- f.

2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):

- a. Loan commitments (not accounted for as derivatives
- b. Nontrading derivative liabilities
- c.
- d.
- e.
- f.

(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
G536				G537				G538				G539				G540			
6,770,000				0				0				0				6,770,000			
G541				G542				G543				G544				G545			
11,579,000				3,650,000				0				13,584,000				1,645,000			
G546				G547				G548				G549				G550			
0				0				0				0				0			
G551				G552				G553				G554				G555			
0				0				0				0				0			
G556				G557				G558				G559				G560			
0				0				0				0				0			
G561				G562				G563				G564				G565			
0				0				0				0				0			
F261				F689				F697				F262				F263			
0				0				0				0				0			
G566				G567				G568				G569				G570			
10,790,000				3,650,000				0				14,421,000				19,000			
G571				G572				G573				G574				G575			
0				0				0				0				0			
G576				G577				G578				G579				G580			
0				0				0				0				0			
G581				G582				G583				G584				G585			
0				0				0				0				0			
G586				G587				G588				G589				G590			
0				0				0				0				0			

Schedule HC-R^{3/4}Regulatory Capital

This schedule is to be submitted on a consolidated basis.

Dollar Amounts in Thousands

Tier 1 capital

	bhcx	Bil	Mil	Thou	
1. Total bank holding company equity capital (from Schedule HC, item 27.a)	3210		152,302,000		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		(7,055,000)		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		(6,276,000)		4.
5. LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6.a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		1,082,000		6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) (2)	G215		16,534,000		6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216		7,500,000		6.c.
7.a. LESS: Disallowed goodwill and other disallowed intangible assets	B590		35,438,000		7.a.
b. LESS: Cumulative 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		2,496,000		7.b.
8. Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a, and 7.b)	C227		152,815,000		8.
9.a. LESS: Disallowed servicing assets and purchased credit card relationships	B591		696,000		9.a.
b. LESS: Disallowed deferred tax assets	5610		24,448,000		9.b.
10. Other additions to (deductions from) Tier 1 capital	B592		(893,000)		10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		126,778,000		11.

Tier 2 capital

12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements (2) (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217		25,208,000		12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b, but includible in Tier 2 capital	G218		0		13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310		12,769,000		14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		669,000		15.
16. Other Tier 2 capital components	B594		0		16.
17. Tier 2 capital (sum of items 12 through 16)	5311		38,646,000		17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275		38,646,000		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		165,424,000		21.

Total assets for leverage ratio

22. Average total assets (from Schedule HC-K, item 5)	bhct				
	3368		1,905,115,000		22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		35,438,000		23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		696,000		24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610		24,448,000		25.
	BHCK				
26. LESS: Other deductions from assets for leverage capital purposes	B596		8,101,000		26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		1,836,432,000		27.
28.-30. Not applicable					

Capital ratios

	BHCK	Percentage	
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	6.90 %	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	12.74 %	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	16.62 %	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, trust preferred securities issued by consolidated special purpose entities, and Class B and Class C noncontrolling (minority) interests that qualify as Tier 1 capital.

Schedule HC-R^{3/4}Continued

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

		(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)			C000			
		Allocation by Risk Weight Category			0%			20%			50%			100%									
Dollar Amounts in Thousands		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou				
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			162,117,000			44,655,000						3,963,000			34.			
35. Held-to-maturity securities.....		BHCX 1754			(5,333,000)			0			49,446,000			2,879,000			12,630,000			35.			
36. Available-for-sale securities.....		BHCX 1773			1,521,000			88,395,000			61,915,000			15,258,000			24,198,000			36.			
37. Federal funds sold and securities purchased under agreements to resell		BHCK C225						127,728,000			48,127,000						7,392,000			37.			
38. Loans and leases held for sale.....		BHCT 5369			13,000			0			6,634,000			4,046,000			2,845,000			38.			
39. Loans and leases, net of unearned income		BHCT B528			(1,085,000)			20,343,000			247,439,000			75,235,000			316,970,000			39.			
40. LESS: Allowance for loan and lease losses.....		BHCX 3123			35,941,000															40.			
41. Trading assets.....		BHCX 3545			332,561,000			332,561,000			0			0			0			41.			
42. All other assets (1).....		BHCK B639			65,140,000			6,606,600			26,214,000			7,176,000			132,826,400			42.			
43. Total assets (sum of items 34 through 42).....		BHCT 2170			1,851,914,000			356,876,000			405,189,600			484,430,000			104,594,000			500,824,400			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^{3/4} 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)		
	Dollar Amounts in Thousands							Allocation by Risk Weight Category											
	Bil	Mil	Thou		Bil	Mil	Thou	0%			20%			50%			100%		
							Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9		
44. Financial standby letters of credit...	94,554,000			1.00 or 12.5 ²	94,554,000			13,205,000			36,070,000			1,513,000			43,766,000		
45. Performance standby letters of credit.....	bhct 6570			.50	7,651,500			920,000			2,016,000			28,000			4,687,500		
46. Commercial and similar letters of credit.....	bhct 3411			.20	1,561,600			69,000			570,000			0			922,600		
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429			1.00	0			0			0						0		
48. Securities lent.....	bhct 3433			1.00	47,003,000			46,555,000			448,000			0			0		
49. Retained recourse on small business obligations sold with recourse.....	bhct A250			1.00	0			0			0			0			0		
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement (3)	BHCK B541			6.02	2,649,000												2,649,000		
51. All other financial assets sold with recourse.....	BHCK B675			1.00	110,522,000			0			0			68,000			110,454,000		
52. All other off-balance sheet liabilities.....	BHCK B681			1.00	5,719,000			11,000			1,884,000			1,104,000			2,720,000		
53. Unused commitments:	BHCK 6572			.50	60,819,500			3,686,000			23,163,000			1,046,000			32,924,500		
a. With an original maturity exceeding one year.....	BHCK G591			.10	7,076,400			3,278,000			1,275,000			622,000			1,901,400		
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCE A167				254,542,000			18,390,000			139,877,000			96,275,000					
54. Derivative contracts.....																			

(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^{3/4}Continued

	(Column C)			(Column D)			(Column E)			(Column F)		
	Allocation by Risk Weight Category											
	0%			20%			50%			100%		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Totals	Dollar Amounts in Thousands											
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		
	491,303,600			689,733,000			205,250,000			700,849,400		
56. Risk weight factor.....	x 0%			x 20%			x 50%			x 100%		
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56).....	BHCK B700			BHCK B701			BHCK B702			BHCK B703		
	0			137,946,600			102,625,000			700,849,400		
58. Market risk equivalent assets.....										BHCK 1651		
										78,247,000		
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58).....										BHCK B704		
										1,019,668,000		
60. LESS: Excess allowance for loan and lease losses.....										BHCK A222		
										24,254,000		
61. LESS: Allocated transfer risk reserve.....										BHCK 3128		
										0		
62. Total risk-weighted assets (item 59 minus items 60 and 61).....										BHCK A223		
										995,414,000		

Schedule HC-R^{3/4}Continued

MEMORANDA

Dollar Amounts in Thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....

BHCK	Bil	Mil	Thou
8764		100,159,000	

M.1.

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

With a remaining maturity of														
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years				
BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou
3809		12,189,728,000			8766		6,120,064,000			8767		4,632,749,000		
3812		2,621,961,000			8769		492,264,000			8770		214,796,000		
8771		1,843,000			8772		1,659,000			8773		0		
8774		73,000			8775		5,000			8776		0		
8777		35,949,000			8778		37,313,000			8779		1,309,000		
A000		97,132,000			A001		78,937,000			A002		12,404,000		
Purchased credit protection that (a) is a covered under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:														
G597		106,555,000			G598		573,146,000			G599		215,298,000		
G600		73,450,000			G601		379,499,000			G602		126,560,000		

M.2.a.

M.2.b.

M.2.c.

M.2.d.

M.2.e.

M.2.f.

M.2.g.(1)

M.2.g.(2)

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

- a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)
- b. Not applicable
- c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities)(included in Schedule HC, item 27.b)
- d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)
- 4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)
- 5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):
 - a. In the form of perpetual preferred stock
 - b. In the form of common stock
- 6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58).....
- 7. Not applicable
- 8. Restricted core capital elements included in Tier 1 capital:
 - a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)
 - b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)
 - c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)
 - d. Qualifying trust preferred securities(2) (included in Schedule HC, item 19.b)

BHCK	Bil	Mil	Thou
5479		74,301,000	
C498		0	
A507		0	
2771		0	
5483		0	
5484		5,950,000	
F031		39,920,000	
G219		0	
G220		0	
5990		0	
C502		16,534,000	
G221		26,111,000	
BHCK Percentage			
G222		12.80	%

M.3.a.

M.3.c.

M.3.d.

M.4.

M.5.a.

M.5.b.

M.6.

M.8.a.

M.8.b.

M.8.c.

M.8.d.

M.9.

M.10.

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

(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-S^{3/4} Servicing, Securitization, and Asset Sale Activities

																					C000																					
																					(Column A)	(Column B)	(Column C)	(Column D)	(Column E)	(Column F)	(Column G)															
																					1-4 Family Residential Loans	Home Equity Lines	Credit Card Receivables	Auto Loans	Other Consumer Loans	Commercial and Industrial Loans	All Other Loans All Leases, and All Other Assets															
Dollar Amounts in Thousands																					Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Securitization Activities																																										
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....																					BHCK B705	BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711					
																					516,136,000	773,000			109,343,000			0			14,509,000			5,484,000			766,000			1.		
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																																										
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....																					BHCK B712	BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718					
																					20,000	8,000			1,204,000			0			791,000			17,000			0			2.a.		
b. Subordinated securities, and other residual interests.....																					BHCK C393	BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399					
																					14,000	24,000			14,429,000			0			66,000			121,000			2,000			2.b.		
c. Standby letters of credit and other enhancements.....																					BHCK C400	BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406					
																					2,400,000	0			0			0			0			0			0			2.c.		
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....																					BHCK B726	BHCK B727			BHCK B728			BHCK B729			BHCK B730			BHCK B731			BHCK B732					
																					21,000	0			0			0			0			0			0			3.		
4. Past due loan amounts included in item 1:																																										
a. 30-89 days past due.....																					BHCK B733	BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739					
																					18,986,000	4,000			3,111,000			0			411,000			35,000			0			4.a.		
b. 90 days or more past due.....																					BHCK B740	BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746					
																					22,375,000	2,000			3,068,000			0			545,000			44,000			0			4.b.		
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date)																																										
a. Charge-offs.....																					BHCK B747	BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753					
																					27,000	0			5,968,000			0			3,000			37,000			0			5.a.		
b. Recoveries.....																					BHCK B754	BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760					
																					0	0			341,000			0			0			0			0			5.b.		

Schedule HC-S^{3/4}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									0						
b. Loans (included in HC-C).....				BHCK B500			BHCK B501									BHCK B502						6.b.
				83,000			11,796,000									156,000						
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.
	495,000			343,000			46,000			19,000			38,000			13,000			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.
	56,000			2,000			0			0			0			0			2,771,000			
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.
	44,000			0			0			0			0			0			31,000			

Schedule HC-S^{3/4}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		1,868,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		581,686,000		M.2.b.
c. Other financial assets (1).....	A591		131,418,000		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		7,522,000		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		4,363,000		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		71,843,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		664,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)(2).....	C407		1,768,000		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^{3/4} 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^{3/4} 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^{3/4} Other

		Dollar Amount in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Amount of excess restricted core capital elements included in Schedule HC-R, item 10.					
		G914			0	1.
2.	5357					
		5357			N/A	2.
3.	5358					
		5358			N/A	3.
4.	5359					
		5359			N/A	4.
5.	5360					
		5360			N/A	5.
6.	B027					
		B027			N/A	6.
7.	B028					
		B028			N/A	7.
8.	B029					
		B029			N/A	8.
9.	B030					
		B030			N/A	9.
10.	B031					
		B031			N/A	10.

Notes to the Balance Sheet^{3/4} 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

