

Board of Governors of the Federal Reserve System

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

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

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

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

However, when such bank holding companies own or control, or are owned or controlled by, other bank holding companies, only the top-tier holding company must file this report for the consolidated holding company organization. The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

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

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

Date of Report:

September 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 NY 10043-
City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

Peter Bieszard/Vice President
Name / Title (BHTX 8901)

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Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 41.65 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

Report of Income for Bank Holding Companies

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

Schedule HI-Consolidated Income Statement

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1. Interest income						
a. Interest and fee income on loans:						
(1) In domestic offices:						
	(a) Loans secured by 1-4 family residential properties	4435		8,745,000		1.a.(1)(a)
	(b) All other loans secured by real estate	4436		1,146,000		1.a.(1)(b)
	(c) All other loans	F821		9,637,000		1.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		17,232,000		1.a.(2)
	b. Income from lease financing receivables	4065		131,000		1.b
	c. Interest income on balances due from depository institutions (1)	4115		1,129,000		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		340,000		1.d.(1)
	(2) Mortgage-backed securities	B489		2,215,000		1.d.(2)
	(3) All other securities	4060		7,172,000		1.d.(3)
	e. Interest income from trading assets	4069		8,548,000		1.e.
	f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		2,414,000		1.f.
	g. Other interest income	4518		223,000		1.g.
	h. Total interest income (sum of items 1.a through 1.g)	4107		58,932,000		1.h.
2. Interest expense						
a. Interest on deposits:						
(1) In domestic offices:						
	(a) Time deposits of \$100,000 or more	A517		570,000		2.a.(1)(a)
	(b) Time deposits of less than \$100,000	A518		407,000		2.a.(1)(b)
	(c) Other deposits	6761		1,122,000		2.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172		4,638,000		2.a.(2)
	b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		2,832,000		2.b.
	c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		8,027,000		2.c.
	d. Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		1,009,000		2.d.
	e. Other interest expense.....	4398		1,320,000		2.e.
	f. Total interest expense (sum of items 2.a through 2.e.).....	4073		19,925,000		2.f.
	3. Net interest income (item 1.h minus item 2.f).....	4074		39,007,000		3.
	4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		30,919,000		4.
5. Noninterest income:						
	a. Income from fiduciary activities.....	4070		863,000		5.a.
	b. Service charges on deposit accounts in domestic offices.....	4483		493,000		5.b.
	c. Trading revenue (2).....	A220		6,835,000		5.c.
	d. (1) Fees and commissions from securities brokerage	C886		28,000		5.d.(1)
	(2) Investment banking, advisory, and underwriting fees and commissions.....	C888		6,759,000		5.d.(2)
	(3) Fees and commissions from annuity sales	C887		16,000		5.d.(3)
	(4) Underwriting income from insurance and reinsurance activities	C386		1,492,000		5.d.(4)
	(5) Income from other insurance activities	C387		771,000		5.d.(5)
	e. Venture capital revenue.....	B491		(429,000)		5.e.
	f. Net servicing fees.....	B492		3,425,000		5.f.
	g. Net securitization income.....	B493		(919,000)		5.g.
h. Not applicable						
	i. Net gains (losses) on sales of loans and leases.....	8560		792,000		5.i.
	j. Net gains (losses) on sales of other real estate owned.....	8561		(145,000)		5.j.
	k. Net gains (losses) on sales of other assets (excluding securities).....	B496		10,984,000		5.k.
	l. Other noninterest income (3).....	B497		6,452,000		5.l.
	m. Total noninterest income (sum of items 5.a through 5.l.).....	4079		37,417,000		5.m.

(1) Includes interest income on time certificates of deposit not held for trading.

(2) For bank holding companies required to complete Schedule HI, memoranda item 9, trading revenue reported in Schedule HI, item 5.c must equal the sum of memoranda items 9.a through 9.e.

(3) See Schedule HI, memoranda item 6.

Schedule HI—Continued

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
6. a. Realized gains (losses) on held-to-maturity securities	3521			0	6.a.
b. Realized gains (losses) on available-for-sale securities	3196		(436,000)		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		18,835,000		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		3,228,000		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment for other intangible assets	C232		953,000		7.c.(2)
d. Other noninterest expense (4)	4092		14,758,000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		37,774,000		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		7,295,000		8.
9. Applicable income taxes (foreign and domestic)	4302		620,000		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)..	4300		6,675,000		10.
11. Extraordinary items and other adjustments, net of income taxes (5)	4320		(677,000)		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104		5,998,000		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		25,000		13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340		5,973,000		14.

- (4) See Schedule HI, memoranda item 7.
- (5) Describe on Schedule HI, memoranda item 8.

MEMORANDA

	BHCK	Bil	Mil	Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519		39,573,000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		7,861,000		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		51,000		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		663,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			M.5.
	4150		300,957		
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		844,000		M.6.g.
h. TEXT					
8562 CDS Hedge Earnings	8562		(1,072,000)		M.6.h.
i. TEXT					
8563 Translation on Foreign Debt	8563		(2,084,000)		M.6.i.
j. TEXT					
8564	8564		0		M.6.j.

Schedule HI—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
7. Other noninterest expense (from schedule HI, 7.d above)(only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 7.d):						
a.	Data processing expenses.....	C017		2,612,000		M.7.a.
b.	Advertising and marketing expenses.....	0497		1,002,000		M.7.b.
c.	Directors' fees.....	4136		0		M.7.c.
d.	Printing, stationery, and supplies.....	C018		845,000		M.7.d.
e.	Postage.....	8403		576,000		M.7.e.
f.	Legal fees and expenses.....	4141		453,000		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		3,458,000		M.7.k.
l.	TEXT					
	8565 Policyholder benefits & claims	8565		964,000		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		(633,000)		M.8.a.(1)
(2)	Applicable income tax effect	BHCK 3572		44,000		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		5,337,000		M.9.a.
b.	Foreign exchange exposures	8758		2,386,000		M.9.b.
c.	Equity security and index exposures	8759		550,000		M.9.c.
d.	Commodity and other exposures	8760		990,000		M.9.d.
e.	Credit exposures	F186		(2,428,000)		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		170,000		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		505,000		M.12.a.
b.	(1) Premiums on insurance related to the extension of credit	C242		141,000		M.12.b.(1)
	(2) All other insurance premiums	C243		1,351,000		M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities	B983		1,764,000		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—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.

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.....
 - (1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....
- b. Net gains (losses) on liabilities.....
 - (1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....

15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....

BHCK	Bil	Mil	Thou	
F551		6,954,000		M.14.a.
F552		(38,000)		M.14.a.(1)
F553		(3,915,000)		M.14.b.
F554		(2,447,000)		M.14.b.(1)
C409		12,000		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.

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)).....

BHCK	Bil	Mil	Thou	
F228		0		M.16.

Schedule HI-A—Changes in Bank Holding Company Equity Capital

Dollar Amounts in Thousands

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).....
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....
5. Sale of perpetual preferred stock (excluding treasury stock transactions):
 - a. Sale of perpetual preferred stock, gross.....
 - b. Conversion or retirement of perpetual preferred stock.....
6. Sale of common stock:
 - a. Sale of common stock, gross.....
 - b. Conversion or retirement of common stock.....
7. Sale of treasury stock.....
8. LESS: Purchase of treasury stock.....
9. Changes incident to business combinations, net.....
10. LESS: Cash dividends declared on preferred stock.....
11. LESS: Cash dividends declared on common stock.....
12. Other comprehensive income (1).....
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....
14. Other adjustments to equity capital (not included above).....
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).....

BHCK	Bil	Mil	Thou	
3217		141,630,000		1.
B507		0		2.
B508		141,630,000		3.
bhct				
4340		5,973,000		4.
BHCK				
3577		3,653,000		5.a.
3578		(74,005,000)		5.b.
3579		173,000		6.a.
3580		61,790,000		6.b.
4782		3,526,000		7.
4783		3,000		8.
4356		0		9.
4598		3,325,000		10.
4460		34,000		11.
B511		7,957,000		12.
4591		0		13.
3581		(6,493,000)		14.
bhct				
3210		140,842,000		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—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands

I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)	Charge-offs ¹ (Column A)				Recoveries (Column B)				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices:									
(1) 1-4 family residential construction loans.....	C891		1,000		C892		0		1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893		52,000		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		1,276,000		5412		12,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:									
(a) Secured by first liens.....	C234		3,174,000		C217		9,000		1.c.(2).(a)
(b) Secured by junior liens.....	C235		2,314,000		C218		30,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		61,000		3589		1,000		1.d.
e. Secured by nonfarm nonresidential properties 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		336,000		C898		0		1.e.(2)
f. In foreign offices.....	B512		263,000		B513		38,000		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		20,000		4664		9,000		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	4655		2,000		4665		1,000		3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile).....	4645		3,238,000		4617		78,000		4.a.
b. To non-U.S. addressees (domicile).....	4646		855,000		4618		82,000		4.b.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards.....	B514		5,456,000		B515		488,000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		6,382,000		B517		482,000		5.b.
6. Loans to foreign governments and official institutions.....	4643		0		4627		3,000		6.
7. All other loans.....	4644		1,433,000		4628		38,000		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		19,000		F188		5,000		8.b.
9. Total (sum of items 1 through 8).....	4635		24,882,000		4605		1,276,000		9.

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

Schedule HI-B—Continued

MEMORANDA

1. Loans to finance commercial real estate, construction, and land development activities **(not secured by real estate)** included in Schedule HI-B, part I, items 4 and 7 above.....
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....

Charge-offs ¹ (Column A)				Recoveries (Column B)			
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
5409			0	5410			0
4652		263,000		4662		38,000	

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		734,000	

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		1,276,000	
C079		24,882,000	
BHCK			
5523		0	
bhct			
4230		30,919,000	
C233		(513,000)	
bhct			
3123		36,416,000	

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		258,000	
C390		0	
C781		139,000	

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

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

Notes to the Income Statement—Predecessor Financial Items

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

		Dollar Amounts in Thousands				
		BHBC	Bil	Mil	Thou	
1.	Total interest income.....	4107			N/A	1.
	a. Interest income on loans and leases.....	4094			N/A	1.a.
	b. Interest income on investment securities.....	4218			N/A	1.b.
2.	Total interest expense.....	4073			N/A	2.
	a. Interest expense on deposits.....	4421			N/A	2.a.
3.	Net interest income.....	4074			N/A	3.
4.	Provision for loan and lease losses.....	4230			N/A	4.
5.	Total noninterest income.....	4079			N/A	5.
	a. Income from fiduciary activities.....	4070			N/A	5.a.
	b. Trading revenue.....	A220			N/A	5.b.
	c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490			N/A	5.c.
	d. Venture capital revenue.....	B491			N/A	5.d.
	e. Net securitization income.....	B493			N/A	5.e.
	f. Insurance commissions and fees.....	B494			N/A	5.f.
6.	Realized gains (losses) on held-to-maturity and available-for-sale securities.....	4091			N/A	6.
7.	Total noninterest expense.....	4093			N/A	7.
	a. Salaries and employee benefits.....	4135			N/A	7.a.
	b. Goodwill impairment losses.....	C216			N/A	7.b.
8.	Income (loss) before taxes, extraordinary items, and other adjustments.....	4301			N/A	8.
9.	Applicable income taxes.....	4302			N/A	9.
10.	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—Other

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

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

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

Example

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

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

Notes to the Income Statement—Other

		Dollar amount in thousands			
TEXT	BHCK	Bil	Mil	Thou	
1. Cumulative effect 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—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 September 30, 2009

Schedule HC—Consolidated Balance Sheet

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
ASSETS					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin (1).....	0081		26,956,000		1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices.....	0395		154,137,000		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		64,005,000		1.b.(2)
2. Securities :					
a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754		55,816,000		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		190,302,000		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices.....	BHDM	B987	20,000		3.a.
b. Securities purchased under agreements to resell (3).....	BHCK	B989	203,844,000		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale.....		5369	9,723,000		4.a.
b. Loans and leases, net of unearned income.....	B528		640,937,000		4.b.
c. LESS: Allowance for loan and lease losses.....	3123		36,416,000		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		604,521,000		4.d.
5. Trading assets (from Schedule HC-D).....	3545		352,901,000		5.
6. Premises and fixed assets (including capitalized leases).....	2145		8,688,000		6.
7. Other real estate owned (from Schedule HC-M).....	2150		1,585,000		7.
8. Investments in unconsolidated subsidiaries and associated companies.....	2130		21,475,000		8.
9. Direct and indirect investments in real estate ventures.....	3656		581,000		9.
10. Intangible assets:					
a. Goodwill.....	3163		26,436,000		10.a.
b. Other intangible assets (from Schedule HC-M).....	0426		19,405,000		10.b.
11. Other assets (from Schedule HC-F).....	2160		152,975,000		11.
12. Total assets (sum of items 1 through 11).....	2170		1,893,370,000		12.

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

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

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

Schedule HC—Continued

		Dollar Amounts in Thousands				
		BHDM	Bil	Mil	Thou	
LIABILITIES						
13. Deposits:						
a. In domestic offices (from Schedule HC-E):						
	(1) Noninterest-bearing (1).....	6631		77,460,000		13.a.(1)
	(2) Interest-bearing.....	6636		244,749,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
	(1) Noninterest-bearing.....	BHFN		40,606,000		13.b.(1)
	(2) Interest-bearing.....	6636		469,788,000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:						
	a. Federal funds purchased in domestic offices (2).....	BHDM	B993	5,385,000		14.a.
	b. Securities sold under agreements to repurchase (3).....	BHCK	B995	186,403,000		14.b.
15.	Trading liabilities (from Schedule HC-D).....		3548	127,244,000		15.
16.	Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....		3190	388,719,000		16.
17.	Not applicable					
18.	Not applicable					
19.	a. Subordinated notes and debentures (4).....		4062	27,450,000		19.a.
	b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....		C699	34,531,000		19.b.
20.	Other liabilities (from Schedule HC-G).....		2750	148,086,000		20.
21.	Total liabilities (sum of items 13 through 20).....		2948	1,750,421,000		21.
22.	Not applicable					
EQUITY CAPITAL						
Bank Holding Company Equity Capital						
23.	Perpetual preferred stock and related surplus.....		3283	312,000		23.
24.	Common stock (par value).....		3230	230,000		24.
25.	Surplus (exclude all surplus related to preferred stock).....		3240	78,802,000		25.
26.	a. Retained earnings.....		3247	85,208,000		26.a.
	b. Accumulated other comprehensive income (5).....		B530	(17,651,000)		26.b.
	c. Other equity capital components (6).....		A130	(6,059,000)		26.c.
27.	a. Total bank holding company equity capital (sum of items 23 through 26.c).....		3210	140,842,000		27.a.
	b. Noncontrolling (minority) interests in consolidated subsidiaries.....		3000	2,107,000		27.b.
28.	Total equity capital (sum of items 27.a and 27.b).....		G105	142,949,000		28.
29.	Total liabilities and equity capital (sum of items 21 and 28).....		3300	1,893,370,000		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)

<p>a. <input type="text" value="N/A"/></p> <p>Name of External Auditing Firm (TEXT C703)</p> <p><input type="text" value="N/A"/></p> <p>City (TEXT C708)</p> <p><input type="text" value="N/A"/> <input type="text" value="N/A"/></p> <p>State Abbrev. (TEXT C714) Zip Code (TEXT C715)</p>	<p>b. <input type="text" value="N/A"/></p> <p>Name of Engagement Partner (TEXT C704)</p> <p><input type="text" value="N/A"/></p> <p>E-mail Address (TEXT C705)</p>
---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------

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

Schedule HC-B — Securities

Dollar Amounts in Thousands

		Held-to-Maturity								Available-for-Sale								
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1.	U.S. Treasury securities.....	0211			0	0213			0	1286			6,194,000	1287			6,234,000	1.
2.	U.S. government agency obligations (exclude mortgage-backed securities):																	
	a. Issued by U.S. government agencies (1).....	1289			0	1290			0	1291			36,000	1293			38,000	2.a.
	b. Issued by U.S. government-sponsored agencies (2).....	1294			0	1295			0	1297			16,861,000	1298			16,929,000	2.b.
3.	Securities issued by states and political subdivisions in the U.S.....	8496			3,023,000	8497			3,085,000	8498			17,967,000	8499			16,825,000	3.
4.	Mortgage-backed securities (MBS)																	
	a. Residential pass-through securities:																	
	(1) Guaranteed by GNMA.....	G300			0	G301			0	G302			1,318,000	G303			1,363,000	4.a.(1)
	(2) Issued by FNMA and FHLMC	G304			0	G305			0	G306			18,673,000	G307			19,069,000	4.a.(2)
	(3) Other pass-through securities	G308			326,000	G309			260,000	G310			3,000	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			3,173,000	G315			3,188,000	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			24,542,000	G321			24,730,000	G322			8,113,000	G323			7,013,000	4.b.(3)
	c. Commercial MBS:																	
	(1) Commercial pass-through securities.....	G324			0	G325			0	G326			85,000	G327			35,000	4.c.(1)
	(2) Other commercial MBS.....	G328			1,256,000	G329			879,000	G330			834,000	G331			774,000	4.c.(2)
5.	Asset-backed securities and structured financial products:																	
	a. Asset-backed securities (ABS)...	C026			14,081,000	C988			14,186,000	C989			1,230,000	C027			1,146,000	5.a.
	b. Structured financial products:																	
	(1) Cash.....	G336			5,481,000	G337			5,023,000	G338			7,871,000	G339			7,926,000	5.b.(1)
	(2) Synthetic.....	G340			48,000	G341			47,000	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			2,431,000	1738			2,798,000	1739			5,896,000	1741			6,084,000	6.a.
	b. Foreign debt securities.....	1742			4,628,000	1743			4,595,000	1744			96,606,000	1746			97,363,000	6.b.

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

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

Schedule HC-B — Continued

Dollar Amounts in Thousands																			
Held-to-Maturity								Available-for-sale											
(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value							
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou				
7. Investments in mutual funds and other equity securities with readily determinable fair values.....								A510	4,638,000				A511	6,312,000				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	55,816,000				1771	55,603,000				1772	189,498,000				1773	190,302,000			

MEMORANDA

BHCK	Bil	Mil	Thou	
0416	95,940,000			M.1.
0383	61,653,000			M.2.a.
0384	69,810,000			M.2.b.
0387	108,343,000			M.2.c.
1778	0			M.3.
8782	201,000			M.4.a.
8783	163,000			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					
B838	4,312,000				B839	4,591,000				B840	121,000				B841	119,000				5.a.
B842	447,000				B843	380,000				B844	34,000				B845	17,000				5.b.
B846	6,052,000				B847	5,968,000				B848	56,000				B849	57,000				5.c.
B850	2,982,000				B851	2,958,000				B852	229,000				B853	257,000				5.d.
B854	0				B855	0				B856	9,000				B857	9,000				5.e.
B858	288,000				B859	289,000				B860	781,000				B861	687,000				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 — Continued

MEMORANDA (continued)

Dollar Amounts in Thousands

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...
 - b. Trust preferred securities issued by real estate investment trusts.....
 - c. Corporate and similar loans.....
 - d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs).....
 - e. 1-4 family residential MBS not issued or guaranteed by GSEs.....
 - f. Diversified (mixed) pools of structured financial products.....
 - g. Other collateral of reference assets.....

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	
G348		525,000		G349		348,000		G350		0		G351		0		6.a.
G352		0		G353		0		G354		0		G355		0		6.b.
G356		828,000		G357		811,000		G358		7,032,000		G359		7,092,000		6.c.
G360		0		G361		0		G362		0		G363		0		6.d.
G364		18,000		G365		15,000		G366		0		G367		0		6.e.
G368		5,000		G369		5,000		G370		0		G371		0		6.f.
G372		4,153,000		G373		3,891,000		G374		839,000		G375		834,000		6.g.

Schedule HC-C — Loans and Lease Financing Receivables

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

		Dollar Amounts in Thousands								
		Consolidated (Column A)				Domestic Offices (Column B)				
		BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1.	Loans secured by real estate.....	1410			277,315,000					1.
	a. Construction, land development, and other land loans:									
	(1) 1-4 family residential construction loans.....	BHCK								
	(2) Other construction loans and all land development and other land loans.....	F158						569,000		1.a.(1)
		F159						1,779,000		1.a.(2)
		BHDM								
	b. Secured by farmland.....	1420						26,000		1.b.
	c. Secured by 1-4 family residential properties:									
	(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	1797						31,750,000		1.c.(1)
	(2) Closed-end loans secured by 1-4 family residential properties:									
	(a) Secured by first liens.....	5367						137,644,000		1.c.(2)(a)
	(b) Secured by junior liens.....	5368						28,242,000		1.c.(2)(b)
	d. Secured by multifamily (5 or more) residential properties.....	1460						7,603,000		1.d.
	e. Secured by nonfarm nonresidential properties:									
	(1) Loans secured by owner-occupied nonfarm nonresidential properties.....	BHCK								
	(2) Loans secured by other nonfarm nonresidential properties.....	F160						2,108,000		1.e.(1)
		F161						10,408,000		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.....	1288						684,000		2.
	b. To foreign banks.....	1292			204,000					2.a.
		1296			8,340,000					2.b.
3.	Loans to finance agricultural production and other loans to farmers.....	1590			1,163,000	1590			249,000	3.
4.	Commercial and industrial loans.....	1766						40,063,000		4.
	a. To U.S. addressees (domicile).....	1763			36,596,000					4.a.
	b. To non-U.S. addressees (domicile).....	1764			89,646,000					4.b.
5.	Not applicable									
6.	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	1975						89,330,000		6.
	a. Credit cards.....	B538			69,779,000					6.a.
	b. Other revolving credit plans.....	B539			9,596,000					6.b.
	c. Other consumer loans (includes single payment, installment, and all student loans).....	2011			103,271,000					6.c.
7.	Loans to foreign governments and official institutions (including foreign central banks).....	2081			1,041,000	2081			66,000	7.
8.	Not applicable									
9.	a. Loans for purchasing and carrying securities (secured and unsecured).....	1545			20,374,000	1545			14,739,000	9.a.
	b. All other loans.....	1564			33,683,000	1564			18,262,000	9.b.
10.	Lease financing receivables (net of unearned income).....	2165						1,290,000		10.
	a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162			137,000					10.a.
	b. All other leases.....	F163			2,960,000					10.b.
11.	LESS: Any unearned income on loans reflected in items 1-9 above.....	2123			3,445,000	2123			2,831,000	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			650,660,000	2122			381,981,000	12.

Schedule HC-C—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHDM	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):					
a. Loans secured by 1-4 family residential properties in domestic offices.....	F576		11,416,000		M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK		141,000		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		274,000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		57,162,000		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		2,280,000		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		7,129,000		M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		1,267,000		M.5.b.
6. Closed-end loans with negative amortizaon 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		4,805,000		M.9.

Schedule HC-C—Continued

MEMORANDA (continued)

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

		Dollar Amounts in Thousands								
		Consolidated (Column A)			Domestic Offices (Column B)					
		BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
10.	Loans measured at fair value:									
a.	Loans secured by real estate.....	F608	2,887,000						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				2,887,000			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	543,000			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	933,000			F589	933,000			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	2,833,000						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				2,833,000			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	543,000			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	896,000			F601	896,000			M.11.d.

Schedule HC-C—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	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	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	Mil	Thou	
13. Not applicable					
14. Pledged loans and leases.....	G378		163,321,000		14.

Schedule HC-D—Trading Assets and Liabilities

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

Dollar Amounts in Thousands

	Consolidated (Column A)				Domestic Offices (Column B)				
	BHCM	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
ASSETS									
1. U.S. Treasury securities.....	3531		20,812,000		3531		12,663,000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		3,933,000		3532		3,928,000		2.
3. Securities issued by states and political subdivisions in the U.S.....	3533		7,196,000		3533		7,196,000		3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
G379			18,893,000		G379		18,893,000		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G380		6,189,000		G380		6,189,000		4.b.
c. All other residential mortgage-backed securities.....	G381		13,561,000		G381		11,557,000		4.c.
d. Commercial MBS.....	G382		2,458,000		G382		687,000		4.d.
5. Other debt securities									
a. Structured financial products:									
(1) Cash.....	G383		3,704,000		G383		2,879,000		5.a.(1)
(2) Synthetic.....	G384		148,000		G384		148,000		5.a.(2)
(3) Hybrid.....	G385		2,000		G385		0		5.a.(3)
b. All other debt securities.....	G386		123,150,000		G386		22,548,000		5.b.
6. Loans:									
a. Loans secured by real estate.....	F610		2,550,000						6.a.
(1) Construction, land development, and other land loans.....	F604						35,000		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						31,000		6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:									
(i) Secured by first liens.....	F607						1,297,000		6.a.(3)(b)(i)
(ii) Secured by junior liens.....	F611						13,000		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						869,000		6.a.(5)
b. Commercial and industrial loans.....	F614		18,144,000		F614		16,785,000		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		30,000		F618		30,000		6.d.
7. Not applicable									
8. Not applicable									
9. Other trading assets.....	BHCM				BHCK				
3541			63,321,000		3541		42,660,000		9.
10. Not applicable									
11. Derivatives with a positive fair value.....	3543		68,810,000		3543		20,305,000		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct				BHDM				
3545			352,901,000		3545		168,713,000		12.
LIABILITIES									
13. a. Liability for short positions:									
(1) Equity securities.....	BHCK								
G209			13,043,000		G209		12,623,000		13.a.(1)
(2) Debt securities.....	G210		50,770,000		G210		43,795,000		13.a.(2)
(3) All other assets.....	G211		3,000		G211		3,000		13.a.(3)
b. All other trading liabilities.....	F624		0		F624		0		13.b.
14. Derivatives with a negative fair value.....	3547		63,428,000		3547		12,935,000		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct								
3548			127,244,000		3548		69,356,000		15.

Schedule HC-D—Continued

MEMORANDA

Dollar Amounts in Thousands

	Consolidated (Column A)			Domestic Offices (Column B)				
	BHCK	Bil	Mil	Thou	BHDM	Bil		Mil
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	5,009,000					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					52,000	M.1.a.(3)(a)	
(b) Closed-end loans secured by 1-4 family residential properties:								
(i) Secured by first liens.....	F628					2,196,000	M.1.a.(3)(b)(i)	
(ii) Secured by junior liens.....	F629					260,000	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					2,111,000	M.1.a.(5)	
b. Commercial and industrial loans.....	F632	19,984,000		F632	18,409,000		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	63,000		F636	63,000		M.1.d.	
2. Loans measured at fair value that are past due 90 days or more:								
a. Fair value.....	F639	686,000		F639	686,000		M.2.a.	
b. Unpaid principal balance.....	F640	1,666,000		F640	1,666,000		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	1,077,000		G299	1,005,000		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	24,000		G333	24,000		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	0		G335	0		M.3.e.	
f. Diversified (mixed) pools of structured financial products.....	G651	51,000		G651	13,000		M.3.f.	
g. Other collateral or reference assets.....	G652	2,702,000		G652	1,985,000		M.3.g.	
4. Pledged trading assets:								
a. Pledged securities.....	G387	13,519,000		G387	7,575,000		M.4.a.	
b. Pledged loans.....	G388	0		G388	0		M.4.b.	

Dollar Amounts in Thousands

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.

	Consolidated			
	BHCK	Bil	Mil	
5. Asset-backed securities:				
a. Credit card receivables.....	F643	13,583,000		M.5.a.
b. Home equity lines.....	F644	758,000		M.5.b.
c. Automobile loans.....	F645	1,140,000		M.5.c.
d. Other consumer loans.....	F646	218,000		M.5.d.
e. Commercial and industrial loans.....	F647	1,798,000		M.5.e.
f. Other.....	F648	213,000		M.5.f.

Schedule HC-D—Continued

MEMORANDA (continued)

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
6.	Retained beneficial interests in securitizations (first-loss or equity tranches)	F651		874,000		M.6.
7.	Equity securities:					
a.	Readily determinable fair values.....	F652		18,805,000		M.7.a.
b.	Other.....	F653		28,462,000		M.7.b.
8.	Loans pending securitization	F654		0		M.8.
9.	a. (1) Gross fair value of commodity contracts.....	G212		16,888,000		M.9.a.(1)
	(2) Gross fair value of physical commodities held in inventory.....	G213		333,000		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—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		43,629,000		1.a.
b.	NOW, ATS, and other transaction accounts.....	3187		10,540,000		1.b.
c.	Money market deposit accounts and other savings accounts.....	2389		199,449,000		1.c.
d.	Time deposits of less than \$100,000.....	6648		23,401,000		1.d.
e.	Time deposits of \$100,000 or more.....	2604		38,629,000		1.e.
2.	Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:					
a.	Noninterest-bearing balances.....	BHOD				
		3189		200,000		2.a.
b.	NOW, ATS, and other transaction accounts.....	3187		1,000		2.b.
c.	Money market deposit accounts and other savings accounts.....	2389		6,360,000		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		32,830,000		M.1.
2.	Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164		359,000		M.2.
3.	Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		28,390,000		M.3.
		BHFN				
4.	Foreign office time deposits with a remaining maturity of one year or less.....	A245		191,558,000		M.4.

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

Schedule HC-F—Other Assets

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Accrued interest receivable(1).....	B556		9,604,000		1.
2.	Net deferred tax assets (2).....	2148		40,313,000		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		15,680,000		4.
5.	Life insurance assets.....	C009		7,862,000		5.
6.	Other.....	2168		79,516,000		6.
		bhct				
7.	Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		152,975,000		7.

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

Schedule HC-G—Other Liabilities

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Not applicable					
2.	Net deferred tax liabilities (1).....	3049		2,313,000		2.
3.	Allowance for credit losses on off-balance sheet credit exposures.....	B557		1,074,000		3.
4.	Other.....	B984		144,699,000		4.
		bhct				
5.	Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		148,086,000		5.

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

Schedule HC-H—Interest Sensitivity ⁽¹⁾

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Earning assets that are repriceable within one year or mature within one year.....	3197		624,505,000		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		494,972,000		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		135,550,000		3.
4.	Variable rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408		0		4.
5.	Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year.....	3409		0		5.

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

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

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				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Reinsurance recoverables.....	B988			0	1.
2.	Total assets.....	C244			0	2.
LIABILITIES						
3.	Claims and claims adjustment expense reserves.....	B990		25,000		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				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Reinsurance recoverables.....	C247		860,000		1.
2.	Separate account assets.....	B992		3,330,000		2.
3.	Total assets.....	C248		15,977,000		3.
LIABILITIES						
4.	Policy holder benefits and contract holder funds.....	B994		6,191,000		4.
5.	Separate account liabilities.....	B996		3,330,000		5.
6.	Total equity.....	C249		6,255,000		6.
7.	Net income.....	C250		347,000		7.

Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Securities.....	3515		248,670,000		1.
2.	Federal funds sold and securities purchased under agreements to resell.....	3365		228,734,000		2.
3.	Loans and leases.....	3516		667,075,000		3.
BHDM						
a.	Loans secured by 1-4 family residential properties in domestic offices.....	3465		201,179,000		3.a.
b.	All other loans secured by real estate in domestic offices.....	3466		23,642,000		3.b.
c.	All other loans in domestic offices.....	F724		168,490,000		3.c.
BHCK						
4. a.	Trading assets.....	3401		355,497,000		4.a.
b.	Other earning assets.....	B985		222,886,000		4.b.
5.	Total consolidated assets.....	3368		1,908,900,000		5.
LIABILITIES						
6.	Interest-bearing deposits (domestic).....	3517		235,951,000		6.
7.	Interest-bearing deposits (foreign).....	3404		459,027,000		7.
8.	Federal funds purchased and securities sold under agreements to repurchase.....	3353		247,445,000		8.
9.	All other borrowed money.....	2635		377,243,000		9.
10.	Not applicable					
EQUITY CAPITAL						
11.	Total equity capital (excludes limited-life preferred stock).....	3519		145,149,000		11.

For Federal Reserve Bank Use Only C.I.

(Report only transactions with nonrelated institutions)
Schedule HC-L—Derivatives and Off-Balance-Sheet Items

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
	a. Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines	3814		25,105,000		1.a.
	b. Credit card lines	3815		815,152,000		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		1,221,000		1.c.(1)
	(a) 1-4 family residential construction loan commitments.....	F164		204,000		1.c.(1)(a)
	(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165		1,017,000		1.c.(1)(b)
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		442,000		1.c.(2)
	d. Securities underwriting	3817		123,000		1.d.
	e. Other unused commitments	3818		263,298,000		1.e.
2.	Financial standby letters of credit and foreign office guarantees	6566		89,049,000		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		19,799,000		2.a.
3.	Performance standby letters of credit and foreign office guarantees	6570		14,548,000		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		831,000		3.a.
4.	Commercial and similar letters of credit	3411		7,316,000		4.
5.	Not applicable					
6.	Securities lent	3433		56,273,000		6.

7.	Credit derivatives:
	a. Notional amounts:
	(1) Credit default swaps.....
	(2) Total return swaps.....
	(3) Credit options.....
	(4) Other credit derivatives.....
	b. Gross fair values:
	(1) Gross positive fair value.....
	(2) Gross negative fair value.....

(Column A)				(Column B)				
Sold Protection				Purchased Protection				
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
C968	1,314,246,000			C969	1,418,629,000			7.a.(1)
C970	824,000			C971	30,684,000			7.a.(2)
C972	36,000			C973	62,000			7.a.(3)
C974	0			C975	0			7.a.(4)
C219	23,324,000			C221	88,903,000			7.b.(1)
C220	76,580,000			C222	23,994,000			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—Continued

7. c. Notional amounts by regulatory capital treatment:

(1) Positions covered under the Market Risk Rule:

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

Dollar Amounts in Thousands
BHCK Bil Mil Thou

G401				1,315,106,000				7.c.(1)(a)
G402				1,449,323,000				7.c.(1)(b)

(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.....

G403				0				7.c.(2)(a)
G404				3,000				7.c.(2)(b)
G405				49,000				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		85,387,000		G407		505,777,000		G408		168,681,000	
G409		74,036,000		G410		347,166,000		G411		134,059,000	
G412		99,073,000		G413		545,466,000		G414		203,255,000	
G415		73,925,000		G416		390,372,000		G417		137,284,000	

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)

- a. Securities borrowed.....
- b. Commitments to purchase when-issued securities.....
- c. Commitments to sell when-issued securities.....

BHCK	Bil	Mil	Thou
8765		539,304,000	
3430		50,572,000	
3432		50,572,000	
3434		0	
3435		0	

- d. TEXT
- 6561
- e. TEXT
- 6562
- f. TEXT
- 6568
- g. TEXT
- 6586

6561		0		9.d.
6562		0		9.e.
6568		0		9.f.
6586		0		9.g.

10. Not applicable

Schedule HC-L—Continued

Dollar Amounts in Thousands

Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
11. Gross amounts (e.g., notional amounts (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):																	
a. Futures contracts	585,325,000				8,047,000				12,461,000				57,190,000				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts	3,448,170,000				2,041,056,000				2,112,000				44,384,000				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options	908,162,000				9,046,000				418,967,000				26,640,000				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options	1,015,850,000				12,200,000				398,755,000				27,358,000				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options	2,558,258,000				404,139,000				109,301,000				12,426,000				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options	2,760,885,000				412,231,000				107,412,000				13,304,000				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps	18,785,661,000				1,033,252,000				81,730,000				29,752,000				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross notional amount of derivative contracts held for trading	29,615,442,000				3,714,627,000				1,130,738,000				211,054,000				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross notional amount of derivative contracts held for purposes other than trading	446,869,000				205,344,000				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	580,435,000				90,685,000				23,709,000				16,888,000				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value	553,322,000				91,972,000				47,070,000				16,421,000				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	9,123,000				4,973,000				0				0				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value	12,747,000				3,913,000				0				0				14.b.(2)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				

Schedule HC-L—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	45,663,000			G419	6,583,000			G420	2,762,000			G421	9,207,000			G422	51,048,000			15.a.
b. Fair value of collateral:																					
(1) Cash—U.S. dollar	G423	29,764,000			G424	0			G425	7,813,000			G426	73,000			G427	10,469,000			15.b.(1)
(2) Cash—Other currencies	G428	1,460,000			G429	0			G430	7,000			G431	0			G432	1,364,000			15.b.(2)
(3) U.S. Treasury securities	G433	607,000			G434	3,000			G435	194,000			G436	101,000			G437	1,631,000			15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	G438	532,000			G439	3,000			G440	10,000			G441	16,000			G442	852,000			15.b.(4)
(5) Corporate bonds	G443	27,000			G444	0			G445	90,000			G446	0			G447	133,000			15.b.(5)
(6) Equity securities	G448	0			G449	0			G450	0			G451	0			G452	7,000			15.b.(6)
(7) All other collateral	G453	1,037,000			G454	0			G455	85,000			G456	9,000			G457	2,863,000			15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458	33,427,000			G459	6,000			G460	8,199,000			G461	199,000			G462	17,319,000			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-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). In most cases, these questions are only applicable to the top-tier BHC. See the line item instructions for further details.

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

BHCK	
C161	1

17.

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

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

BHCK	
C159	1

18.

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

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

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

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

BHCK	
C700	N/A

19.a.

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

C701	N/A
------	-----

19.b.

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

Dollar Amounts in Thousands

		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		385,879,000		20.a.
b. Balances due from related institutions:					
(1) Due from the bank holding company (parent company only), gross.....	4832		6,778,000		20.b.(1)
(2) Due from the subsidiary banks of the bank holding company, gross.....	4833		22,543,000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834		51,405,000		20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross.....	5041		3,028,000		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043		10,226,000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045		132,460,000		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		20,118,000		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		12,215,000		21.

Schedule HC-M—Continued

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

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

TEXT
C497 <http://www.citigroup.com/citicorp/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
F065		88,109,000	
G234			0
G235		1,885,000	

23.a.

23.b.

24.a.

24.b.

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

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual				
	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
BHCK											
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	39,000			1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173	131,000		F175	14,000		F177	480,000			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 domestic offices:											
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5398	574,000		5399	0		5400	574,000			1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:											
(a) Secured by first liens.....	C236	7,988,000		C237	4,868,000		C229	10,778,000			1.c.(2).(a)
(b) Secured by junior liens.....	C238	1,056,000		C239	1,000		C230	1,297,000			1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499	27,000		3500	0		3501	405,000			1.d.
e. Secured by nonfarm non-residential properties in domestic offices:											
(1) Loans secured by owner-occupied nonfarm non-residential properties.....	F178	23,000		F180	0		F182	52,000			1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179	184,000		F181	2,000		F183	1,472,000			1.e.(2)
f. In foreign offices.....	B572	667,000		B573	0		B574	2,858,000			1.f.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual				
	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
BHCK											
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	27,000	2.b.				
3. Loans to finance agricultural production and other loans to farmers.....	1594	1,000	1597	1,000	1583	90,000	3.				
4. Commercial and industrial loans.....	1606	631,000	1607	371,000	1608	10,955,000	4.				
5. Loans to individuals for household, family, and other personal expenditures:											
a. Credit Cards.....	B575	2,464,000	B576	1,685,000	B577	1,213,000	5.a.				
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578	2,948,000	B579	843,000	B580	2,545,000	5.b.				
6. Loans to foreign governments and official institutions.....	5389	0	5390	0	5391	0	6.				
7. All other loans.....	5459	106,000	5460	0	5461	2,482,000	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	35,000	F170	0	F171	72,000	8.b.				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505	20,000	3506	1,851,000	3507	79,000	9.				
10. TOTAL (sum of items 1 through 9).....	5524	16,857,000	5525	9,636,000	5526	35,418,000	10.				

Schedule HC-N—Continued

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

	(Column A) Past due 30 through 89 days and still accruing			(Column B) Past due 90 days or more and still accruing			(Column C) Nonaccrual					
	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil		Mil	Thou
BHCK												
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government.....	5612	8,169,000		5613	5,519,000			5614	13,559,000			11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....	5615	668,000		5616	932,000			5617	72,000			11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866	555,000		C867	4,502,000			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					
	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil		Mil	Thou
BHCK												
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	3,509,000		F662	502,000			F663	4,298,000			M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658	3,000		1659	0			1661	12,000			M.1.b.

Schedule HC-N—Continued

MEMORANDA (continued)

BHCK

	(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					
	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558	0		6559	0		6560	15,000				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	3,419,000		1912	1,153,000		1913	16,203,000				M.3.
4. Not Applicable												
5. Loans and leases held-for-sale and loans measured at fair value (included in Schedule (HC-N, items 1 through 8 above):												
a. Loans and leases held for sale.....	C240	94,000		C241	85,000		C226	1,387,000				M.5.a.
b. Loans measured at fair value:												
(1) Fair value.....	F664	3,000		F665	0		F666	12,000				M.5.b.(1)
(2) Unpaid principal balance.....	F667	6,000		F668	0		F669	31,000				M.5.b.(2)

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

BHCK

	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. Derivative contracts: Fair value of amounts carried as assets.....	3529	0		3530	0			M.6.

7. Additions to nonaccrual assets during the quarter.....	BHCK	Bil	Mil	Thou				
	C410		14,078,000					M.7.
8. Nonaccrual assets sold during the quarter.....	C411		216,000					M.8.

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

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

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)						
a.	Closed-end first liens.....	F066		4,439,000		1.a.
b.	Closed-end junior liens.....	F067		0		1.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F670		0		1.c.(1)
		F671		0		1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)						
BHCK						
a.	Closed-end first liens.....	F068		7,036,000		2.a.
b.	Closed-end junior liens.....	F069		0		2.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F672		0		2.c.(1)
		F673		0		2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:						
BHCK						
a.	Closed-end first liens.....	F070		17,920,000		3.a.
b.	Closed-end junior liens.....	F071		0		3.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F674		0		3.c.(1)
		F675		0		3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):						
BHCK						
a.	Closed-end first liens.....	F072		3,630,000		4.a.
b.	Closed-end junior liens.....	F073		0		4.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F676		0		4.c.(1)
		F677		0		4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):						
BHCK						
a.	Closed-end 1-4 family residential mortgage loans.....	F184		295,000		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		898,000		6.a.
b.	Closed-end junior liens.....	F679		0		6.b.
c. Open-end loans extended under lines of credit:						
(1) Total commitment under the lines of credit.....		BHDM				
(2) Principal amount funded under the lines of credit.....		F680		0		6.c.(1)
		F681		0		6.c.(2)

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

Schedule HC-Q—Assets and Liabilities Measured at Fair Value on a Recurring Basis

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

	(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	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands																				
ASSETS																				
	bhcy																			
1. Available-for-sale securities	1773	190,302,000		G474		0		G475	47,155,000		G476	128,346,000		G477	14,801,000					1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK																			
	G478	87,886,000		G479	26,955,000		G480	0		G481	114,841,000		G482	0						2.
3. Loans and leases held for sale	G483	2,857,000		G484	0		G485	0		G486	2,857,000		G487	0						3.
4. Loans and leases held for investment	G488	1,505,000		G489	0		G490	0		G491	1,290,000		G492	215,000						4.
5. Trading assets:	bhct																			
a. Derivative assets	3543	68,810,000		G493	753,455,000		G494	4,977,000		G495	786,822,000		G496	30,466,000						5.a.
	BHCK																			
b. Other trading assets	G497	284,091,000		G498	0		G499	109,462,000		G500	131,816,000		G501	42,813,000						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	25,418,000		G392	4,713,000		G395	0		G396	15,073,000		G804	15,058,000						6.
7. Total assets measured at fair value on a recurring basis	G502	660,869,000		G503	785,123,000		G504	161,594,000		G505	1,181,045,000		G506	103,353,000						7.
LIABILITIES																				
8. Deposits	F252	2,029,000		F686	0		F694	0		F253	1,998,000		F254	31,000						8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507	116,693,000		G508	26,955,000		G509	0		G510	135,165,000		G511	8,483,000						9.
10. Trading liabilities:	bhct																			
a. Derivative liabilities	3547	63,428,000		G512	745,132,000		G513	5,602,000		G514	773,024,000		G515	29,934,000						10.a.
	BHCK																			
b. Other trading liabilities	G516	63,816,000		G517	0		G518	45,165,000		G519	17,432,000		G520	1,219,000						10.b.
11. Other borrowed money	G521	28,629,000		G522	0		G523	0		G524	17,364,000		G525	11,265,000						11.
12. Subordinated notes and debentures	G526	0		G527	0		G528	0		G529	0		G530	0						12.
13. All other liabilities	G805	14,666,000		G806	4,713,000		G807	0		G808	19,378,000		G809	1,000						13.
14. Total liabilities measured at fair value on a recurring basis	G531	289,261,000		G532	776,800,000		G533	50,767,000		G534	964,361,000		G535	50,933,000						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		6,228,000		G537		0		G538		0		G539		0		G540		6,228,000		M.1.a.
G541		10,216,000		G542		4,713,000		G543		0		G544		13,745,000		G545		1,184,000		M.1.b.
G546		0		G547		0		G548		0		G549		0		G550		0		M.1.c.
G551		0		G552		0		G553		0		G554		0		G555		0		M.1.d.
G556		0		G557		0		G558		0		G559		0		G560		0		M.1.e.
G561		0		G562		0		G563		0		G564		0		G565		0		M.1.f.
F261		0		F689		0		F697		0		F262		0		F263		0		M.2.a.
G566		13,949,000		G567		4,713,000		G568		0		G569		18,661,000		G570		1,000		M.2.b.
G571		0		G572		0		G573		0		G574		0		G575		0		M.2.c.
G576		0		G577		0		G578		0		G579		0		G580		0		M.2.d.
G581		0		G582		0		G583		0		G584		0		G585		0		M.2.e.
G586		0		G587		0		G588		0		G589		0		G590		0		M.2.f.

		Dollar Amounts in Thousands				
		bhcx	Bil	Mil	Thou	
Tier 1 capital						
1.	Total bank holding company equity capital (from Schedule HC, item 27.a)	3210		140,842,000		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		(4,242,000)		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		(6,796,000)		4.
5.	LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6.a.	Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		1,288,000		6.a.
b.	Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) (2)	G215		26,903,000		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		35,974,000		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		1,862,000		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		149,735,000		8.
9.a.	LESS: Disallowed servicing assets and purchased credit card relationships	B591		641,000		9.a.
b.	LESS: Disallowed deferred tax assets	5610		21,917,000		9.b.
10.	Other additions to (deductions from) Tier 1 capital	B592		(892,000)		10.
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		126,285,000		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		24,355,000		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		12,701,000		14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		753,000		15.
16.	Other Tier 2 capital components	B594		0		16.
17.	Tier 2 capital (sum of items 12 through 16)	5311		37,809,000		17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275		37,809,000		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		164,094,000		21.
Total assets for leverage ratio						
22.	Average total assets (from Schedule HC-K, item 5)	3368		1,908,900,000		22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		35,974,000		23.
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		641,000		24.
25.	LESS: Disallowed deferred tax assets (from item 9.b above)	5610		21,917,000		25.
26.	LESS: Other deductions from assets for leverage capital purposes	BHCK				
		B596		8,032,000		26.
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		1,842,336,000		27.
28.-30.	Not applicable					
Capital ratios						
31.	Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage			
		7204		6.85 %		31.
32.	Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		12.76 %		32.
33.	Total risk-based capital ratio (item 21 divided by item 62)	7205		16.58 %		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—Continued

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

																		C000
(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)			
Allocation by Risk Weight Category																		
0%						20%			50%			100%						
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)).....	245,098,000		0		201,445,000		39,106,000						4,547,000		34.			
BHCK 0010																		
35. Held-to-maturity securities.....	55,816,000		(5,340,000)		0		46,614,000		2,313,000		12,229,000		35.					
BHCX 1754																		
36. Available-for-sale securities.....	190,302,000		5,115,000		92,367,000		55,034,000		14,361,000		23,425,000		36.					
BHCX 1773																		
37. Federal funds sold and securities purchased under agreements to resell	203,864,000				151,268,000		40,892,000				11,704,000		37.					
BHCK C225																		
38. Loans and leases held for sale.....	9,723,000		0		0		3,820,000		2,308,000		3,595,000		38.					
BHCT 5369																		
39. Loans and leases, net of unearned income	640,937,000		(1,157,000)		20,089,000		236,023,000		71,174,000		314,808,000		39.					
BHCT B528																		
40. LESS: Allowance for loan and lease losses.....	36,416,000		36,416,000										40.					
BHCX 3123																		
41. Trading assets.....	352,901,000		352,901,000		0		0		0		0		41.					
BHCX 3545																		
42. All other assets (1).....	231,145,000		63,218,000		8,205,700		25,700,000		5,991,000		128,030,300		42.					
BHCK B639																		
43. Total assets (sum of items 34 through 42).....	1,893,370,000		378,321,000		473,374,700		447,189,000		96,147,000		498,338,300		43.					
BHCT 2170																		

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)			(Column C)			(Column D)			(Column E)			(Column F)					
	Allocation by Risk Weight Category									0%			20%			50%			100%			
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou			
Dollar Amounts in Thousands																						
Derivatives and Off-Balance Sheet Items	BHCK B546			BHCE			BHC0			BHC2			BHC5			BHC9						
44. Financial standby letters of credit...	89,049,000			1.00 or 12.5 ²	89,049,000			11,548,000			35,904,000			1,723,000			39,874,000	44.				
45. Performance standby letters of credit.....	bhct 6570																					
	14,548,000			.50	7,274,000			900,000			1,524,000			26,000			4,824,000	45.				
46. Commercial and similar letters of credit.....	bhct 3411																					
	7,316,000			.20	1,463,200			61,000			464,000			0			938,200	46.				
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429																					
	0			1.00	0			0			0						0	47.				
48. Securities lent.....	bhct 3433																					
	56,273,000			1.00	56,273,000			55,829,000			444,000			0			0	48.				
49. Retained recourse on small business obligations sold with recourse.....	bhct A250																					
	0			1.00	0			0			0			0			0	49.				
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement (3)	BHCK B541																					
	250,000			6.03	2,325,000												2,325,000	50.				
51. All other financial assets sold with recourse.....	BHCK B675																					
	113,340,000			1.00	113,340,000			0			0			1,943,000			111,397,000	51.				
52. All other off-balance sheet liabilities.....	BHCK B681																					
	6,441,000			1.00	6,441,000			8,000			1,839,000			1,210,000			3,384,000	52.				
53. Unused commitments:	BHCK 6572																					
a. With an original maturity exceeding one year.....	130,171,000			.50	65,085,500			4,328,000			22,983,000			1,038,000			36,736,500	53.a.				
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCK G591																					
	61,776,000			.10	6,177,600			2,860,000			1,200,000			503,000			1,614,600	53.b.				
54. Derivative contracts.....	BHCE A167																					
	244,448,000							21,823,000			136,605,000			86,020,000				54.				

(1) Column A multiplied by credit conversion factor.

(2) For financial standby letters of credit to which the low-level exposure rule applies, use a credit conversion factor of 12.5 or an institution specific factor. For other financial standby letters of credit, use a credit conversion factor or 1.00.

See instructions for further information.

(3) Or institution-specific factor.

Schedule HC-R—Continued

		(Column C)			(Column D)			(Column E)			(Column F)			
Allocation by Risk Weight Category														
		0%			20%			50%			100%			
		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands														
Totals														
55.	Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696			BHCK B697			BHCK B698			BHCK B699			55.
		570,731,700			648,152,000			188,610,000			699,431,600			
56.	Risk weight factor.....	x 0%			x 20%			x 50%			x 100%			56.
57.	Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56).....	BHCK B700			BHCK B701			BHCK B702			BHCK B703			57.
		0			129,630,400			94,305,000			699,431,600			
58.	Market risk equivalent assets.....											BHCK 1651	58.	
												91,133,000		
59.	Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58).....											BHCK B704	59.	
												1,014,500,000		
60.	LESS: Excess allowance for loan and lease losses.....											BHCK A222	60.	
												24,789,000		
61.	LESS: Allocated transfer risk reserve.....											BHCK 3128	61.	
												0		
62.	Total risk-weighted assets (item 59 minus items 60 and 61).....											BHCK A223	62.	
												989,711,000		

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	8764	95,117,000			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		14,001,974,000			8766		5,813,257,000			8767		4,387,064,000		
3812		2,617,336,000			8769		484,240,000			8770		235,136,000		
8771		170,000			8772		1,106,000			8773		0		
8774		138,000			8775		0			8776		0		
8777		37,571,000			8778		44,432,000			8779		3,988,000		
A000		101,942,000			A001		77,317,000			A002		11,933,000		
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:														
(1) Investment grade	G597		99,074,000		G598		545,462,000			G599		203,255,000		
(2) Subinvestment grade	G600		73,925,000		G601		390,372,000			G602		137,284,000		

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

	BHCK	Bil	Mil	Thou	
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5479	312,000			M.3.a.
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)	C498	0			M.3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)	A507	0			M.3.d.
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)	2771	0			M.4.
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	5483	0			M.5.a.
b. In the form of common stock	5484	6,059,000			M.5.b.
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58).....	F031	46,026,000			M.6.
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)	G219	0			M.8.a.
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220	0			M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990	0			M.8.c.
d. Qualifying trust preferred securities(2) (included in Schedule HC, item 19.b)	C502	26,903,000			M.8.d.
9. Goodwill net of any associated deferred tax liability.....	G221	26,436,000			M.9.
	BHCK	Percentage			
10.Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability).....	G222	21.49 %			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—Servicing, Securitization, and Asset Sale Activities

																					C000
(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans All Leases, and All Other Assets			
Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Securitization Activities																					
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....																					
BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711			
508,736,000			528,000			108,116,000			0			14,190,000			5,445,000			681,000			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			
21,000			6,000			1,274,000			0			859,000			18,000			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			17,000			15,120,000			0			20,000			116,000			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			
2,326,000			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			
23,000			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			
20,295,000			3,000			3,373,000			0			454,000			34,000			0			4.a.
b. 90 days or more past due.....																					
BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			
27,372,000			1,000			2,912,000			0			541,000			38,000			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			
53,000			0			9,122,000			0			10,000			85,000			0			5.a.
b. Recoveries.....																					
BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			
0			0			529,000			0			0			1,000			0			5.b.

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans All Leases, and All Other Assets			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
6. Amount of ownership (or seller's) interests carried as:																						
a. Securities (included in HC-B).....				BHCK B761			BHCK B762									BHCK B763						6.a.
				0			0									0						
b. Loans (included in HC-C).....				BHCK B500			BHCK B501									BHCK B502						6.b.
				339,000			12,795,000									171,000						
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.
	270,000			448,000			55,000			40,000			132,000			189,000			30,000			
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures.....	BHCK B783			BHCK B784			BHCK B785			BHCK B786			BHCK B787			BHCK B788			BHCK B789			10.
	0			0			0			0			0			0			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.
	53,000			2,000			0			0			0			0			2,721,000			
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.
	41,000			0			0			0			0			0			30,000			

Schedule HC-S—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance.....	A249		0		M.1.a.
b. Amount of retained recourse or other seller-provided credit enhancements on these obligations as of the report date.....	A250		0		M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):					
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	B804		1,856,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		570,987,000		M.2.b.
c. Other financial assets (1).....	A591		129,636,000		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		8,649,000		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		3,833,000		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		63,492,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		550,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)(2).....	C407		1,836,000		M.4.

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

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

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

		Dollar Amount in Thousands				
TEXT		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—Other, Continued

Dollar Amounts in Thousands

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

