

Board of Governors of the Federal Reserve System

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

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

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

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

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

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

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

Date of Report:

December 31, 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)

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

212-793-6652
FAX Number (BHTX 9116)

bieszardp@citi.com
E-mail Address of Contact (BHTX 4086)

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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		11,316,000		1.a.(1)(a)
	(b) All other loans secured by real estate	4436		1,410,000		1.a.(1)(b)
	(c) All other loans	F821		12,588,000		1.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		22,668,000		1.a.(2)
	b. Income from lease financing receivables	4065		173,000		1.b
	c. Interest income on balances due from depository institutions (1)	4115		1,480,000		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		497,000		1.d.(1)
	(2) Mortgage-backed securities	B489		2,919,000		1.d.(2)
	(3) All other securities	4060		9,473,000		1.d.(3)
	e. Interest income from trading assets	4069		10,747,000		1.e.
	f. Interest income on federal funds sold and securities purchased under agreements to resell	4020		3,090,000		1.f.
	g. Other interest income	4518		274,000		1.g.
	h. Total interest income (sum of items 1.a through 1.g)	4107		76,635,000		1.h.
2. Interest expense						
a. Interest on deposits:						
(1) In domestic offices:						
	(a) Time deposits of \$100,000 or more	A517		698,000		2.a.(1)(a)
	(b) Time deposits of less than \$100,000	A518		520,000		2.a.(1)(b)
	(c) Other deposits	6761		1,469,000		2.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172		6,038,000		2.a.(2)
	b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180		3,459,000		2.b.
	c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		10,782,000		2.c.
	d. Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		1,348,000		2.d.
	e. Other interest expense.....	4398		1,940,000		2.e.
	f. Total interest expense (sum of items 2.a through 2.e.).....	4073		26,254,000		2.f.
	3. Net interest income (item 1.h minus item 2.f).....	4074		50,381,000		3.
	4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		38,760,000		4.
5. Noninterest income:						
	a. Income from fiduciary activities.....	4070		1,056,000		5.a.
	b. Service charges on deposit accounts in domestic offices.....	4483		650,000		5.b.
	c. Trading revenue (2).....	A220		4,448,000		5.c.
	d. (1) Fees and commissions from securities brokerage	C886		43,000		5.d.(1)
	(2) Investment banking, advisory, and underwriting fees and commissions.....	C888		8,396,000		5.d.(2)
	(3) Fees and commissions from annuity sales	C887		19,000		5.d.(3)
	(4) Underwriting income from insurance and reinsurance activities	C386		1,980,000		5.d.(4)
	(5) Income from other insurance activities	C387		1,040,000		5.d.(5)
	e. Venture capital revenue.....	B491		(386,000)		5.e.
	f. Net servicing fees.....	B492		4,888,000		5.f.
	g. Net securitization income.....	B493		(878,000)		5.g.
h. Not applicable						
	i. Net gains (losses) on sales of loans and leases.....	8560		1,047,000		5.i.
	j. Net gains (losses) on sales of other real estate owned.....	8561		(170,000)		5.j.
	k. Net gains (losses) on sales of other assets (excluding securities).....	B496		11,313,000		5.k.
	l. Other noninterest income (3).....	B497		(1,336,000)		5.l.
	m. Total noninterest income (sum of items 5.a through 5.l.).....	4079		32,110,000		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		(910,000)		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135		25,126,000		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		4,364,000		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c.(1)
(2) Amortization expense and impairment for other intangible assets	C232		1,229,000		7.c.(2)
d. Other noninterest expense (4)	4092		19,901,000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		50,620,000		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		(7,799,000)		8.
9. Applicable income taxes (foreign and domestic)	4302		(6,733,000)		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)..	4300		(1,066,000)		10.
11. Extraordinary items and other adjustments, net of income taxes (5)	4320		(445,000)		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104		(1,511,000)		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		95,000		13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340		(1,606,000)		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		51,133,000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		(7,047,000)		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		66,000		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		927,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
	4150		290,786		M.5.
6. Other noninterest income (from schedule HI, 5.1 above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I):					
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		1,655,000		M.6.f.
g. Bank card and credit card interchange fees.....	F555		1,169,000		M.6.g.
h. Gains on bargain purchases.....	J447		0		M.6.h.
i. TEXT					
8562 CDS Hedge Earnings	8562		(516,000)		M.6.i.
j. TEXT					
8563 Translation on Foreign Debt	8563		(1,533,000)		M.6.j.
k. TEXT					
8564 Repay of TARP/termination of loss-sharing agmt	8564		(10,100,000)		M.6.k.

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		3,472,000		M.7.a.
b.	Advertising and marketing expenses.....	0497		1,415,000		M.7.b.
c.	Directors' fees.....	4136		0		M.7.c.
d.	Printing, stationery, and supplies.....	C018		1,106,000		M.7.d.
e.	Postage.....	8403		743,000		M.7.e.
f.	Legal fees and expenses.....	4141		630,000		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		4,573,000		M.7.k.
l.	TEXT					
	8565 Policyholder Benefits & Claims	8565		1,258,000		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		(551,000)		M.8.a.(1)
(2)	Applicable income tax effect	BHCK 3572		(106,000)		M.8.a.(2)
b. (1)	TEXT					
	3573	3573		0		M.8.b.(1)
(2)	Applicable income tax effect	BHCK 3574		0		M.8.b.(2)
c. (1)	TEXT					
	3575	3575		0		M.8.c.(1)
(2)	Applicable income tax effect	BHCK 3576		0		M.8.c.(2)
9.	Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):					
a.	Interest rate exposures	8757		4,075,000		M.9.a.
b.	Foreign exchange exposures	8758		2,762,000		M.9.b.
c.	Equity security and index exposures	8759		(334,000)		M.9.c.
d.	Commodity and other exposures	8760		924,000		M.9.d.
e.	Credit exposures	F186		(2,979,000)		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		183,000		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		598,000		M.12.a.
b.	(1) Premiums on insurance related to the extension of credit	C242		176,000		M.12.b.(1)
	(2) All other insurance premiums	C243		1,804,000		M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities	B983		2,360,000		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.

	BHCK	Bil	Mil	Thou	
14. Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a. Net gains (losses) on assets.....	F551		8,857,000		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		(42,000)		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		(6,203,000)		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		(4,226,000)		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409		34,000		M.15.

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

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

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

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217		141,630,000		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		141,630,000		3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	4340		(1,606,000)		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross.....	3577		3,653,000		5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		(74,005,000)		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross.....	3579		20,471,000		6.a.
b. Conversion or retirement of common stock.....	3580		61,790,000		6.b.
7. Sale of treasury stock.....	4782		5,042,000		7.
8. LESS: Purchase of treasury stock.....	4783		3,000		8.
9. Changes incident to business combinations, net.....	4356		0		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		3,325,000		10.
11. LESS: Cash dividends declared on common stock.....	4460		36,000		11.
12. Other comprehensive income (1).....	B511		6,671,000		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....	4591		0		13.
14. Other adjustments to equity capital (not included above).....	3581		(7,582,000)		14.
15. Total bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items, 8, 10, and 11)(must equal Schedule HC, item 27.a).....	bhct				
	3210		152,700,000		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		8,000		C892		0		1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893		122,000		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		1,715,000		5412		21,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:									
(a) Secured by first liens.....	C234		4,569,000		C217		14,000		1.c.(2).(a)
(b) Secured by junior liens.....	C235		3,039,000		C218		46,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		115,000		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		463,000		C898		2,000		1.e.(2)
f. In foreign offices.....	B512		335,000		B513		49,000		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		36,000		4664		10,000		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	4655		3,000		4665		1,000		3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile).....	4645		3,826,000		4617		342,000		4.a.
b. To non-U.S. addressees (domicile).....	4646		1,699,000		4618		127,000		4.b.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards.....	B514		7,879,000		B515		680,000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		8,672,000		B517		680,000		5.b.
6. Loans to foreign governments and official institutions.....	4643		0		4627		3,000		6.
7. All other loans.....	4644		1,553,000		4628		61,000		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		39,000		F188		6,000		8.b.
9. Total (sum of items 1 through 8).....	4635		34,073,000		4605		2,043,000		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		335,000		4662		49,000	

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		1,023,000	

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		2,043,000	
C079		32,784,000	
BHCK			
5523		1,289,000	
bhct			
4230		38,760,000	
C233		(313,000)	
bhct			
3123		36,033,000	

1.
2.
3.
4.
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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		282,000	
C390		0	
C781		83,000	

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 noncontrolling (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 December 31, 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		25,472,000		1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices.....	0395		105,772,000		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		61,642,000		1.b.(2)
2. Securities :					
a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754		51,527,000		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		239,353,000		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices.....	BHDM	B987	4,000		3.a.
b. Securities purchased under agreements to resell (3).....	BHCK	B989	222,837,000		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale.....	5369		9,510,000		4.a.
b. Loans and leases, net of unearned income.....	B528		610,124,000		4.b.
c. LESS: Allowance for loan and lease losses.....	3123		36,033,000		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		574,091,000		4.d.
5. Trading assets (from Schedule HC-D).....	3545		347,364,000		5.
6. Premises and fixed assets (including capitalized leases).....	2145		8,227,000		6.
7. Other real estate owned (from Schedule HC-M).....	2150		2,031,000		7.
8. Investments in unconsolidated subsidiaries and associated companies.....	2130		21,680,000		8.
9. Direct and indirect investments in real estate ventures.....	3656		583,000		9.
10. Intangible assets:					
a. Goodwill.....	3163		25,392,000		10.a.
b. Other intangible assets (from Schedule HC-M).....	0426		15,244,000		10.b.
11. Other assets (from Schedule HC-F).....	2160		151,663,000		11.
12. Total assets (sum of items 1 through 11).....	2170		1,862,392,000		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		71,325,000		13.a.(1)
	(2) Interest-bearing.....	6636		231,947,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
	(1) Noninterest-bearing.....	BHFN		44,904,000		13.b.(1)
	(2) Interest-bearing.....	6636		487,727,000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:						
	a. Federal funds purchased in domestic offices (2).....	BHDM	B993	2,877,000		14.a.
	b. Securities sold under agreements to repurchase (3).....	BHCK	B995	165,186,000		14.b.
15.	Trading liabilities (from Schedule HC-D).....		3548	129,076,000		15.
16.	Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....		3190	385,512,000		16.
17.	Not applicable					
18.	Not applicable					
19.	a. Subordinated notes and debentures (4).....		4062	28,041,000		19.a.
	b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....	C699		19,345,000		19.b.
20.	Other liabilities (from Schedule HC-G).....		2750	141,479,000		20.
21.	Total liabilities (sum of items 13 through 20).....		2948	1,707,419,000		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	286,000		24.
25.	Surplus (exclude all surplus related to preferred stock).....		3240	98,142,000		25.
26.	a. Retained earnings.....		3247	77,440,000		26.a.
	b. Accumulated other comprehensive income (5).....		B530	(18,937,000)		26.b.
	c. Other equity capital components (6).....		A130	(4,543,000)		26.c.
27.	a. Total bank holding company equity capital (sum of items 23 through 26.c).....		3210	152,700,000		27.a.
	b. Noncontrolling (minority) interests in consolidated subsidiaries.....		3000	2,273,000		27.b.
28.	Total equity capital (sum of items 27.a and 27.b).....		G105	154,973,000		28.
29.	Total liabilities and equity capital (sum of items 21 and 28).....		3300	1,862,392,000		29.

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

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

BHCK	
C884	1

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

a.

KPMG LLP

 Name of External Auditing Firm (TEXT C703)

New York

 City (TEXT C708)

NY

10022-

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

b.

William O Mara

 Name of Engagement Partner (TEXT C704)

womara@kpmg.com

 E-mail Address (TEXT C705)

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

Schedule HC-B — Securities

Dollar Amounts in Thousands

		Held-to-Maturity								Available-for-Sale							
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value			
		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
1.	U.S. Treasury securities.....	0211		0		0213		0		1286		26,857,000		1287		26,562,000	1.
2.	U.S. government agency obligations (exclude mortgage-backed securities):																
	a. Issued by U.S. government agencies (1).....	1289		0		1290		0		1291		39,000		1293		40,000	2.a.
	b. Issued by U.S. government-sponsored agencies (2).....	1294		0		1295		0		1297		27,675,000		1298		27,512,000	2.b.
3.	Securities issued by states and political subdivisions in the U.S.....	8496		2,920,000		8497		2,899,000		8498		16,677,000		8499		15,610,000	3.
4.	Mortgage-backed securities (MBS)																
	a. Residential pass-through securities:																
	(1) Guaranteed by GNMA.....	G300		0		G301		0		G302		1,189,000		G303		1,232,000	4.a.(1)
	(2) Issued by FNMA and FHLMC	G304		0		G305		0		G306		16,504,000		G307		16,723,000	4.a.(2)
	(3) Other pass-through securities	G308		316,000		G309		288,000		G310		1,000		G311		1,000	4.a.(3)
	b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																
	(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312		0		G313		0		G314		2,932,000		G315		2,959,000	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		23,493,000		G321		24,833,000		G322		8,088,000		G323		7,361,000	4.b.(3)
	c. Commercial MBS:																
	(1) Commercial pass-through securities.....	G324		0		G325		0		G326		83,000		G327		37,000	4.c.(1)
	(2) Other commercial MBS.....	G328		1,258,000		G329		1,051,000		G330		799,000		G331		755,000	4.c.(2)
5.	Asset-backed securities and structured financial products:																
	a. Asset-backed securities (ABS)...	C026		10,966,000		C988		11,302,000		C989		2,055,000		C027		2,048,000	5.a.
	b. Structured financial products:																
	(1) Cash.....	G336		5,333,000		G337		5,041,000		G338		8,063,000		G339		8,022,000	5.b.(1)
	(2) Synthetic.....	G340		48,000		G341		49,000		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		2,478,000		1738		2,899,000		1739		5,765,000		1741		5,934,000	6.a.
	b. Foreign debt securities.....	1742		4,715,000		1743		4,636,000		1744		117,826,000		1746		118,427,000	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	4,413,000			A511	6,130,000		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	51,527,000			1771	52,998,000			1772	238,966,000			1773	239,353,000			

MEMORANDA

				BHCK	Bil	Mil	Thou						
1. Pledged securities (1).....								0416	131,325,000			M.1.	
2. Remaining maturity or next repricing date of debt securities (2)(3)(Schedule HC-B, items 1 through 6.b in columns A and D above):													
a. 1 year and less.....								0383	57,144,000			M.2.a.	
b. Over 1 year to 5 years.....								0384	119,439,000			M.2.b.	
c. Over 5 years.....								0387	108,167,000			M.2.c.	
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....								1778	0			M.3.	
4. Structured notes (included in the held-to-maturity and available-for-sale accounts in Schedule HC-B, items 2, 3, 5, and 6):													
a. Amortized cost.....								8782	192,000			M.4.a.	
b. Fair value.....								8783	166,000			M.4.b.	

Held-to-Maturity								Available-for-Sale														
(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost			(Column D) Fair Value											
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou							
Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.(4)																						
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																						
a. Credit card receivables								B838	4,258,000			B839	4,489,000			B840	112,000		B841	110,000		5.a.
b. Home equity lines								B842	434,000			B843	408,000			B844	33,000		B845	19,000		5.b.
c. Automobile loans								B846	3,069,000			B847	3,077,000			B848	72,000		B849	73,000		5.c.
d. Other consumer loans								B850	2,941,000			B851	3,062,000			B852	1,142,000		B853	1,171,000		5.d.
e. Commercial and industrial loans								B854	0			B855	0			B856	9,000		B857	10,000		5.e.
f. Other								B858	264,000			B859	266,000			B860	687,000		B861	665,000		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		476,000		G349		380,000		G350		0		G351		0	
G352		0		G353		0		G354		0		G355		0	
G356		759,000		G357		764,000		G358		7,224,000		G359		7,191,000	
G360		0		G361		0		G362		0		G363		0	
G364		18,000		G365		14,000		G366		0		G367		0	
G368		5,000		G369		4,000		G370		0		G371		0	
G372		4,123,000		G373		3,928,000		G374		839,000		G375		831,000	

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			268,877,000					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						473,000		1.a.(1)
		F159						1,595,000		1.a.(2)
		BHDM								
	b. Secured by farmland.....	1420						31,000		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						31,414,000		1.c.(1)
	(2) Closed-end loans secured by 1-4 family residential properties:									
	(a) Secured by first liens.....	5367						132,405,000		1.c.(2)(a)
	(b) Secured by junior liens.....	5368						26,615,000		1.c.(2)(b)
	d. Secured by multifamily (5 or more) residential properties.....	1460						7,547,000		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						2,086,000		1.e.(1)
		F161						10,803,000		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						949,000		2.
	b. To foreign banks.....	1292		348,000						2.a.
		1296		8,499,000						2.b.
3.	Loans to finance agricultural production and other loans to farmers.....	1590		1,159,000		1590		226,000		3.
4.	Commercial and industrial loans.....	1766						35,302,000		4.
	a. To U.S. addressees (domicile).....	1763		32,371,000						4.a.
	b. To non-U.S. addressees (domicile).....	1764		84,501,000						4.b.
5.	Not applicable									
6.	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	1975						82,974,000		6.
	a. Credit cards.....	B538		65,392,000						6.a.
	b. Other revolving credit plans.....	B539		8,786,000						6.b.
	c. Other consumer loans (includes single payment, installment, and all student loans).....	2011		95,398,000						6.c.
7.	Loans to foreign governments and official institutions (including foreign central banks).....	2081		1,397,000		2081		13,000		7.
8.	Not applicable									
9.	a. Loans for purchasing and carrying securities (secured and unsecured).....	1545		20,406,000		1545		15,236,000		9.a.
	b. All other loans.....	1564		34,698,000		1564		17,114,000		9.b.
10.	Lease financing receivables (net of unearned income).....	2165						1,308,000		10.
	a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162		115,000						10.a.
	b. All other leases.....	F163		2,817,000						10.b.
11.	LESS: Any unearned income on loans reflected in items 1-9 above.....	2123		5,130,000		2123		3,460,000		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		619,634,000		2122		362,631,000		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		14,775,000		M.1.a.
b.	Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK		130,000		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		1,308,000		M.2.
3.	Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		55,611,000		M.3.
<p><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></p>						
4.	Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a., column A).....	C391		2,110,000		M.4.
<p><i>Memorandum item 5 is to be completed by all bank holding companies.</i></p>						
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		6,793,000		M.5.a.
b.	Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		920,000		M.5.b.
6.	Closed-end loans with negative amortizaion features secured by 1-4 family residential properties in domestic offices:					
a.	Total carrying ammount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)).....	F230		0		M.6.a.
<p><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></p>						
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		5,247,000		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			3,372,000					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							3,372,000	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			519,000	F585			7,000	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			886,000	F589			886,000	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			3,344,000					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							3,344,000	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			523,000	F597			7,000	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			842,000	F601			842,000	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		164,921,000		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		28,958,000		3531		17,618,000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		2,041,000		3532		2,015,000		2.
3. Securities issued by states and political subdivisions in the U.S.....	3533		7,220,000		3533		7,220,000		3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
G379			14,237,000		G379		14,237,000		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G380		6,509,000		G380		6,509,000		4.b.
c. All other residential mortgage-backed securities.....	G381		13,512,000		G381		11,302,000		4.c.
d. Commercial MBS.....	G382		1,943,000		G382		548,000		4.d.
5. Other debt securities									
a. Structured financial products:									
(1) Cash.....	G383		3,897,000		G383		3,034,000		5.a.(1)
(2) Synthetic.....	G384		92,000		G384		91,000		5.a.(2)
(3) Hybrid.....	G385		6,000		G385		0		5.a.(3)
b. All other debt securities.....	G386		129,599,000		G386		23,104,000		5.b.
6. Loans:									
a. Loans secured by real estate.....	F610		1,849,000						6.a.
(1) Construction, land development, and other land loans.....	F604						8,000		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						12,000		6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:									
(i) Secured by first liens.....	F607						1,096,000		6.a.(3)(b)(i)
(ii) Secured by junior liens.....	F611						8,000		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						445,000		6.a.(5)
b. Commercial and industrial loans.....	F614		15,769,000		F614		14,702,000		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		24,000		F618		24,000		6.d.
7. Not applicable									
8. Not applicable									
9. Other trading assets.....	BHCM				BHCK				
3541			64,078,000		3541		43,086,000		9.
10. Not applicable									
11. Derivatives with a positive fair value.....	3543		57,630,000		3543		13,323,000		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct				BHDM				
3545			347,364,000		3545		158,382,000		12.
LIABILITIES									
13. a. Liability for short positions:									
(1) Equity securities.....	BHCK								
G209			12,606,000		G209		2,656,000		13.a.(1)
(2) Debt securities.....	G210		52,829,000		G210		19,460,000		13.a.(2)
(3) All other assets.....	G211		0		G211		0		13.a.(3)
b. All other trading liabilities.....	F624		0		F624		0		13.b.
14. Derivatives with a negative fair value.....	3547		63,641,000		3547		34,217,000		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct								
3548			129,076,000		3548		56,333,000		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	3,619,000					M.1.a.	
(1) Construction, land development, and other land loans.....	F625					31,000	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					74,000	M.1.a.(3)(a)	
(b) Closed-end loans secured by 1-4 family residential properties:								
(i) Secured by first liens.....	F628					1,632,000	M.1.a.(3)(b)(i)	
(ii) Secured by junior liens.....	F629					239,000	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					1,344,000	M.1.a.(5)	
b. Commercial and industrial loans.....	F632	16,829,000		F632	15,694,000		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	54,000		F636	54,000		M.1.d.	
2. Loans measured at fair value that are past due 90 days or more:								
a. Fair value.....	F639	520,000		F639	520,000		M.2.a.	
b. Unpaid principal balance.....	F640	1,358,000		F640	1,358,000		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	1,020,000		G299	929,000		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	16,000		G333	16,000		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	7,000		G335	7,000		M.3.e.	
f. Diversified (mixed) pools of structured financial products.....	G651	44,000		G651	16,000		M.3.f.	
g. Other collateral or reference assets.....	G652	2,908,000		G652	2,157,000		M.3.g.	
4. Pledged trading assets:								
a. Pledged securities.....	G387	9,222,000		G387	7,946,000		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	13,966,000		M.5.a.
b. Home equity lines.....	F644	878,000		M.5.b.
c. Automobile loans.....	F645	441,000		M.5.c.
d. Other consumer loans.....	F646	328,000		M.5.d.
e. Commercial and industrial loans.....	F647	1,518,000		M.5.e.
f. Other.....	F648	281,000		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		904,000		M.6.
7.	Equity securities:					
a.	Readily determinable fair values.....	F652		17,321,000		M.7.a.
b.	Other.....	F653		29,064,000		M.7.b.
8.	Loans pending securitization	F654		0		M.8.
9.	a. (1) Gross fair value of commodity contracts.....	G212		16,698,000		M.9.a.(1)
	(2) Gross fair value of physical commodities held in inventory.....	G213		94,000		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		36,545,000		1.a.
b.	NOW, ATS, and other transaction accounts.....	3187		6,530,000		1.b.
c.	Money market deposit accounts and other savings accounts.....	2389		199,841,000		1.c.
d.	Time deposits of less than \$100,000.....	6648		20,977,000		1.d.
e.	Time deposits of \$100,000 or more.....	2604		32,933,000		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		201,000		2.a.
b.	NOW, ATS, and other transaction accounts.....	3187		1,000		2.b.
c.	Money market deposit accounts and other savings accounts.....	2389		6,244,000		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		29,974,000		M.1.
2.	Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164		954,000		M.2.
3.	Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		24,523,000		M.3.
		BHFN				
4.	Foreign office time deposits with a remaining maturity of one year or less.....	A245		188,410,000		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		9,031,000		1.
2.	Net deferred tax assets (2).....	2148		47,408,000		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		14,655,000		4.
5.	Life insurance assets.....	C009		7,910,000		5.
6.	Other.....	2168		72,659,000		6.
		bhct				
7.	Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		151,663,000		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		1,352,000		2.
3.	Allowance for credit losses on off-balance sheet credit exposures.....	B557		1,157,000		3.
4.	Other.....	B984		138,970,000		4.
		bhct				
5.	Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		141,479,000		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		625,817,000		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		503,919,000		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		128,889,000		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		28,000		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		881,000		1.
2.	Separate account assets.....	B992		3,566,000		2.
3.	Total assets.....	C248		16,378,000		3.
LIABILITIES						
4.	Policy holder benefits and contract holder funds.....	B994		6,079,000		4.
5.	Separate account liabilities.....	B996		3,566,000		5.
6.	Total equity.....	C249		6,462,000		6.
7.	Net income.....	C250		534,000		7.

Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Securities.....	3515		257,691,000		1.
2.	Federal funds sold and securities purchased under agreements to resell.....	3365		226,930,000		2.
3.	Loans and leases.....	3516		646,973,000		3.
BHDM						
a.	Loans secured by 1-4 family residential properties in domestic offices.....	3465		192,604,000		3.a.
b.	All other loans secured by real estate in domestic offices.....	3466		22,877,000		3.b.
c.	All other loans in domestic offices.....	F724		161,482,000		3.c.
BHCK						
4. a.	Trading assets.....	3401		355,175,000		4.a.
b.	Other earning assets.....	B985		252,528,000		4.b.
5.	Total consolidated assets.....	3368		1,912,629,000		5.
LIABILITIES						
6.	Interest-bearing deposits (domestic).....	3517		241,941,000		6.
7.	Interest-bearing deposits (foreign).....	3404		478,230,000		7.
8.	Federal funds purchased and securities sold under agreements to repurchase.....	3353		210,268,000		8.
9.	All other borrowed money.....	2635		376,739,000		9.
10.	Not applicable					
EQUITY CAPITAL						
11.	Total equity capital (excludes limited-life preferred stock).....	3519		144,746,000		11.

For Federal Reserve Bank Use Only C.I.
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(Report only transactions with nonrelated institutions)
Schedule HC-L—Derivatives and Off-Balance-Sheet Items

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
	a. Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines	3814		23,785,000		1.a.
	b. Credit card lines	3815		785,495,000		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		1,524,000		1.c.(1)
	(a) 1-4 family residential construction loan commitments.....	F164		194,000		1.c.(1)(a)
	(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165		1,330,000		1.c.(1)(b)
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		311,000		1.c.(2)
	d. Securities underwriting	3817		106,000		1.d.
	e. Other unused commitments	3818		257,618,000		1.e.
2.	Financial standby letters of credit and foreign office guarantees	6566		89,450,000		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		17,714,000		2.a.
3.	Performance standby letters of credit and foreign office guarantees	6570		13,917,000		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		654,000		3.a.
4.	Commercial and similar letters of credit	3411		7,211,000		4.
5.	Not applicable					
6.	Securities lent	3433		53,922,000		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	1,213,198,000			C969	1,305,662,000			7.a.(1)
C970	845,000			C971	27,238,000			7.a.(2)
C972	10,000			C973	62,000			7.a.(3)
C974	0			C975	0			7.a.(4)
C219	24,234,000			C221	68,558,000			7.b.(1)
C220	58,262,000			C222	24,162,000			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.....

(2) All other positions:

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

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou
------	-----	-----	------

G401		1,214,053,000		7.c.(1)(a)
G402		1,332,910,000		7.c.(1)(b)
G403		0		7.c.(2)(a)
G404		3,000		7.c.(2)(b)
G405		49,000		7.c.(2)(c)

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.....

Dollar Amounts in Thousands

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		71,646,000		G407		400,530,000		G408		104,645,000	
G409		93,828,000		G410		405,243,000		G411		138,161,000	
G412		89,596,000		G413		445,425,000		G414		121,855,000	
G415		84,284,000		G416		432,148,000		G417		159,654,000	

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.....

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

BHCK Bil Mil Thou

8765		390,042,000		8.
3430		47,853,000		9.
3432		47,853,000		9.a.
3434		0		9.b.
3435		0		9.c.
6561		0		9.d.
6562		0		9.e.
6568		0		9.f.
6586		0		9.g.

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	550,812,000				5,999,000				12,428,000				63,444,000				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts	2,881,712,000				1,989,906,000				2,199,000				40,219,000				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options	857,938,000				14,771,000				318,650,000				27,116,000				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options	1,012,560,000				15,036,000				298,253,000				28,082,000				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options	2,973,061,000				399,186,000				91,375,000				11,131,000				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options	2,805,879,000				393,205,000				80,021,000				13,393,000				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps	20,807,804,000				1,032,049,000				59,391,000				20,916,000				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross notional amount of derivative contracts held for trading	31,560,640,000				3,637,125,000				862,042,000				204,301,000				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross notional amount of derivative contracts held for purposes other than trading	329,126,000				213,027,000				275,000				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	503,839,000				71,455,000				18,131,000				16,698,000				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value	488,250,000				71,907,000				40,612,000				15,493,000				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	7,412,000				5,095,000				6,000				0				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value	10,870,000				3,797,000				5,000				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	33,819,000			G419	5,922,000			G420	2,454,000			G421	7,906,000			G422	45,262,000			15.a.
b. Fair value of collateral:																					
(1) Cash—U.S. dollar	G423	18,720,000			G424	0			G425	5,974,000			G426	66,000			G427	6,698,000			15.b.(1)
(2) Cash—Other currencies	G428	8,478,000			G429	0			G430	578,000			G431	66,000			G432	5,292,000			15.b.(2)
(3) U.S. Treasury securities	G433	437,000			G434	14,000			G435	291,000			G436	3,000			G437	1,526,000			15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	G438	340,000			G439	5,000			G440	12,000			G441	19,000			G442	827,000			15.b.(4)
(5) Corporate bonds	G443	0			G444	0			G445	45,000			G446	0			G447	145,000			15.b.(5)
(6) Equity securities	G448	0			G449	0			G450	0			G451	0			G452	9,000			15.b.(6)
(7) All other collateral	G453	1,421,000			G454	0			G455	27,000			G456	0			G457	1,368,000			15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458	29,396,000			G459	19,000			G460	6,927,000			G461	154,000			G462	15,865,000			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—Memoranda

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)	Dollar Amounts in Thousands				
		BHCK	Bil	Mil		Thou
1. Total number of bank holding company common shares outstanding.....	3459	28,483,267,290				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6555	49,273,000				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries	6556	67,907,000				3.
4. Other assets acquired in satisfaction of debts previously contracted	6557	248,000				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC	A288	60,818,000				5.
6. Not applicable						
7. Not applicable						
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no)	BHCK	C251	0			8.
9. Has the bank holding company restated its financial statements during the last quarter as a result of new or revised Statemets of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no)	BHCK	6689	0			9.
10. Not applicable						
11. Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10.	BHCK	6416	1			11.
TEXT		212-559-4118		Area Code and Phone Number (TEXT 9009)		
6428	Peter Bieszard		Name of bank holding company official verifying FR Y-10 reporting (Please type or print)			
12. Intangible assets other than goodwill:						
a. Mortgage servicing assets.....						12.a.
(1) Estimated fair value of mortgage servicing assets.....	6438	6,530,000				12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets.....	B026	3,487,000				12.b.
c. All other identifiable intangible assets.....	5507	5,227,000				12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....	bhct	0426	15,244,000			12.d.
13. Other real estate owned.....	2150	2,031,000				13.
14. Other borrowed money:	BHCK					
a. Commercial paper.....	2309	10,223,000				14.a.
b. Other borrowed money with a remaining maturity of one year or less.....	2332	106,131,000				14.b.
c. Other borrowed money with a remaining maturity of more than one year.....	2333	269,158,000				14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....	bhct	3190	385,512,000			14.d.
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no).....	BHCK	B569	1			15.
16. Assets under management in proprietary mutual funds and annuities.....	BHCK	B570	4,572,000			16.

Schedule HC-M—Continued

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

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

BHCK	
C161	1

17.

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

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

BHCK	
C159	1

18.

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

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

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

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

BHCK	
C700	N/A

19.a.

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

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

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		414,050,000		20.a.
b. Balances due from related institutions:					
(1) Due from the bank holding company (parent company only), gross.....	4832		187,000		20.b.(1)
(2) Due from the subsidiary banks of the bank holding company, gross.....	4833		20,809,000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834		54,003,000		20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross.....	5041		2,456,000		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043		24,220,000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045		145,674,000		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		20,093,000		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		12,191,000		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:// 22.

Memoranda items 23 and 24 are to be completed by all bank holding companies.

23. Secured liabilities:
- a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a).....
 - b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d).....
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:
- a. Senior perpetual preferred stock or similar items.....
 - b. Warrants to purchase common stock or similar items.....

Dollar Amounts in Thousands

BHCK	Bil	Mil	Thou	
F064			0	23.a.
F065		85,583,000		23.b.
G234			0	24.a.
G235		1,885,000		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	20,000		F174	0		F176	36,000			1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173	74,000		F175	31,000		F177	637,000			1.a.(2)
b. Secured by farmland in domestic offices.....	3493	0		3494	0		3495	0			1.b.
c. Secured by 1-4 family residential properties in domestic offices:											
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5398	618,000		5399	0		5400	560,000			1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:											
(a) Secured by first liens.....	C236	7,342,000		C237	5,423,000		C229	11,954,000			1.c.(2).(a)
(b) Secured by junior liens.....	C238	981,000		C239	0		C230	1,164,000			1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499	78,000		3500	5,000		3501	570,000			1.d.
e. Secured by nonfarm non-residential properties in domestic offices:											
(1) Loans secured by owner-occupied nonfarm non-residential properties.....	F178	17,000		F180	0		F182	53,000			1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179	32,000		F181	165,000		F183	1,560,000			1.e.(2)
f. In foreign offices.....	B572	882,000		B573	0		B574	2,240,000			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	2,000	2.b.				
3. Loans to finance agricultural production and other loans to farmers.....	1594	1,000	1597	1,000	1583	104,000	3.				
4. Commercial and industrial loans.....	1606	453,000	1607	327,000	1608	8,798,000	4.				
5. Loans to individuals for household, family, and other personal expenditures:											
a. Credit Cards.....	B575	2,247,000	B576	1,671,000	B577	951,000	5.a.				
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578	3,071,000	B579	824,000	B580	1,889,000	5.b.				
6. Loans to foreign governments and official institutions.....	5389	0	5390	0	5391	0	6.				
7. All other loans.....	5459	9,000	5460	0	5461	2,831,000	7.				
8. Lease financing receivables:											
a. Leases to individuals for household, family, and other personal expenditures.....	F166	0	F167	0	F168	0	8.a.				
b. All other leases.....	F169	32,000	F170	0	F171	82,000	8.b.				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505	2,000	3506	2,005,000	3507	71,000	9.				
10. TOTAL (sum of items 1 through 9).....	5524	15,859,000	5525	10,452,000	5526	33,502,000	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 (including loans and leases covered by FDIC loss-sharing agreements).....	5612	1,713,000		5613	6,152,000			5614	10,000		
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....	5615	779,000		5616	1,005,000			5617	7,000		
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866	860,000		C867	5,063,000			C868	0		

	(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
MEMORANDA											
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	3,808,000		F662	648,000			F663	4,902,000		
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658	2,000		1659	0			1661	90,000		

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	3,168,000		1912	1,098,000		1913	11,611,000				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	102,000		C241	95,000		C226	327,000				M.5.a.
b. Loans measured at fair value:												
(1) Fair value.....	F664	2,000		F665	0		F666	13,000				M.5.b.(1)
(2) Unpaid principal balance.....	F667	5,000		F668	0		F669	28,000				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		11,066,000					M.7.
8. Nonaccrual assets sold during the quarter.....	C411		949,000					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		4,142,000		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		5,849,000		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		10,863,000		3.a.
b.	Closed-end junior liens.....	F071		0		3.b.
c. Open-end loans extended under lines of credit:						
	(1) Total commitment under the lines of credit.....	BHDM				
	(2) Principal amount funded under the lines of credit.....	F674		0		3.c.(1)
		F675		0		3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):						
BHCK						
a.	Closed-end first liens.....	F072		4,211,000		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		284,000		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		4,490,000		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	239,353,000		G474		0		G475	69,572,000		G476	155,131,000		G477	14,650,000					1.	
2. Federal funds sold and securities purchased under agreements to resell	BHCK																				
	G478	87,837,000		G479	50,713,000		G480	0		G481	137,498,000		G482	1,052,000						2.	
3. Loans and leases held for sale	G483	3,338,000		G484	0		G485	0		G486	3,338,000		G487	0						3.	
4. Loans and leases held for investment	G488	1,439,000		G489	0		G490	0		G491	1,226,000		G492	213,000						4.	
5. Trading assets:	bhct																				
a. Derivative assets	3543	57,630,000		G493	644,340,000		G494	4,002,000		G495	670,283,000		G496	27,685,000						5.a.	
	BHCK																				
b. Other trading assets	G497	289,734,000		G498	0		G499	120,926,000		G500	128,866,000		G501	39,942,000						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	23,022,000		G392	4,224,000		G395	0		G396	12,862,000		G804	14,384,000						6.	
7. Total assets measured at fair value on a recurring basis	G502	702,353,000		G503	699,277,000		G504	194,500,000		G505	1,109,204,000		G506	97,926,000						7.	
LIABILITIES																					
8. Deposits	F252	1,545,000		F686	0		F694	0		F253	1,517,000		F254	28,000						8.	
9. Federal funds purchased and securities sold under agreements to repurchase	G507	104,030,000		G508	50,713,000		G509	0		G510	153,739,000		G511	1,004,000						9.	
10. Trading liabilities:	bhct																				
a. Derivative liabilities	3547	63,641,000		G512	634,825,000		G513	4,980,000		G514	668,909,000		G515	24,577,000						10.a.	
	BHCK																				
b. Other trading liabilities	G516	65,435,000		G517	0		G518	52,399,000		G519	12,262,000		G520	774,000						10.b.	
11. Other borrowed money	G521	26,581,000		G522	0		G523	0		G524	16,696,000		G525	9,885,000						11.	
12. Subordinated notes and debentures	G526	0		G527	0		G528	0		G529	0		G530	0						12.	
13. All other liabilities	G805	11,942,000		G806	4,224,000		G807	0		G808	16,153,000		G809	13,000						13.	
14. Total liabilities measured at fair value on a recurring basis	G531	273,174,000		G532	689,762,000		G533	57,379,000		G534	869,276,000		G535	36,281,000						14.	

Dollar Amounts in Thousands

(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements			
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
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			G536	6,530,000	G537	0	G538	0	G539	0	G540	6,530,000	M.1.a.					
b.	Nontrading derivative assets			G541	8,720,000	G542	4,224,000	G543	0	G544	11,843,000	G545	1,101,000	M.1.b.					
c.	<input type="text"/>			G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c.					
d.	<input type="text"/>			G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.					
e.	<input type="text"/>			G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.					
f.	<input type="text"/>			G561	0	G562	0	G563	0	G564	0	G565	0	M.1.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)			F261	0	F689	0	F697	0	F262	0	F263	0	M.2.a.					
b.	Nontrading derivative liabilities			G566	11,562,000	G567	4,224,000	G568	0	G569	15,773,000	G570	13,000	M.2.b.					
c.	<input type="text"/>			G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c.					
d.	<input type="text"/>			G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d.					
e.	<input type="text"/>			G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e.					
f.	<input type="text"/>			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		152,700,000		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		(4,347,000)		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		(6,643,000)		4.
5.	LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6.a.	Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries	G214		1,135,000		6.a.
b.	Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) (2)	G215		13,592,000		6.b.
c.	Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216		5,625,000		6.c.
7.a.	LESS: Disallowed goodwill and other disallowed intangible assets	B590		30,620,000		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		760,000		7.b.
8.	Subtotal (sum of items 1, 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a., and 7.b)	C227		152,662,000		8.
9.a.	LESS: Disallowed servicing assets and purchased credit card relationships	B591		671,000		9.a.
b.	LESS: Disallowed deferred tax assets	5610		26,044,000		9.b.
10.	Other additions to (deductions from) Tier 1 capital	B592		1,087,000		10.
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		127,034,000		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		24,242,000		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		13,934,000		14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		773,000		15.
16.	Other Tier 2 capital components	B594		0		16.
17.	Tier 2 capital (sum of items 12 through 16)	5311		38,949,000		17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275		38,949,000		18.
19.	Tier 3 Capital allocated for market risk	1395		0		19.
20.	LESS: Deductions for total risk-based capital	B595		0		20.
21.	Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		165,983,000		21.
Total assets for leverage ratio						
22.	Average total assets (from Schedule HC-K, item 5)	3368		1,912,629,000		22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above)	B590		30,620,000		23.
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		671,000		24.
25.	LESS: Disallowed deferred tax assets (from item 9.b above)	5610		26,044,000		25.
26.	LESS: Other deductions from assets for leverage capital purposes	BHCK				
		B596		6,023,000		26.
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		1,849,271,000		27.
28.-30.	Not applicable					
Capital ratios						
31.	Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage			
		7204		6.87 %		31.
32.	Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206		11.67 %		32.
33.	Total risk-based capital ratio (item 21 divided by item 62)	7205		15.25 %		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%		
Dollar Amounts in Thousands																													
Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou												
Balance Sheet Asset Categories			BHCE			BHC0			BHC2			BHC5			BHC9														
34.	Cash and due from depository institutions (Column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....																												
	192,886,000		0			148,510,000			40,019,000						4,357,000														
35.	35. Held-to-maturity securities.....																												
	51,527,000		(7,926,000)			0			18,729,000			4,188,000			36,536,000														
36.	36. Available-for-sale securities.....																												
	239,353,000		748,000			135,483,000			63,662,000			11,831,000			27,629,000														
37.	37. Federal funds sold and securities purchased under agreements to resell																												
	222,841,000					171,564,000			43,093,000						8,184,000														
38.	38. Loans and leases held for sale.....																												
	9,510,000		0			0			4,017,000			2,586,000			2,907,000														
39.	39. Loans and leases, net of unearned income																												
	610,124,000		(1,219,000)			19,943,000			60,031,000			128,200,000			403,169,000														
40.	40. LESS: Allowance for loan and lease losses.....																												
	36,033,000		36,033,000																										
41.	41. Trading assets.....																												
	347,364,000		347,364,000			0			0			0			0														
42.	42. All other assets (1).....																												
	224,820,000		65,641,000			8,177,400			26,145,000			5,180,000			119,676,600														
43.	43. Total assets (sum of items 34 through 42).....																												
	1,862,392,000		368,575,000			483,677,400			255,696,000			151,985,000			602,458,600														

(1) Includes premises and fixed assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, direct and indirect investments in real estate ventures, 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...	89,450,000			1.00 or 12.5 ²	89,450,000			12,913,000			24,324,000			2,231,000			49,982,000					
45. Performance standby letters of credit.....	bhct 6570				6,958,500			910,000			866,000			13,000			5,169,500					
46. Commercial and similar letters of credit.....	bhct 3411				1,442,200			67,000			445,000			0			930,200					
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429				0			0			0			0			0					
48. Securities lent.....	bhct 3433				53,922,000			53,520,000			402,000			0			0					
49. Retained recourse on small business obligations sold with recourse.....	bhct A250				0			0			0			0			0					
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement (3)	BHCK B541				498,000	6.56	6,669,000										6,669,000					
51. All other financial assets sold with recourse.....	BHCK B675				113,750,000	1.00	113,750,000	0			0			1,779,000			111,971,000					
52. All other off-balance sheet liabilities.....	BHCK B681				4,468,000	1.00	4,468,000	8,000			98,000			1,123,000			3,239,000					
53. Unused commitments:	BHCK 6572				130,848,000	.50	65,424,000	4,082,000			14,377,000			947,000			46,018,000					
a. With an original maturity exceeding one year.....	BHCK G591				57,920,000	.10	5,792,000	2,903,000			1,012,000			620,000			1,257,000					
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCE A167				221,649,000			16,091,000			127,511,000			78,047,000								
54. Derivative contracts.....																						

(1) Column A multiplied by credit conversion factor.

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

See instructions for further information.

(3) Or institution-specific factor.

Schedule HC-R—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			
		574,171,400			424,731,000			236,745,000			827,694,300			55.
56.	Risk weight factor.....	x 0%			x 20%			x 50%			x 100%			56.
57.	Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56).....	BHCK B700			BHCK B701			BHCK B702			BHCK B703			
		0			84,946,200			118,372,500			827,694,300			57.
58.	Market risk equivalent assets.....										BHCK 1651			
											80,769,000			58.
59.	Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58).....										BHCK B704			
											1,111,782,000			59.
60.	LESS: Excess allowance for loan and lease losses.....										BHCK A222			
											23,256,000			60.
61.	LESS: Allocated transfer risk reserve.....										BHCK 3128			
											0			61.
62.	Total risk-weighted assets (item 59 minus items 60 and 61).....										BHCK A223			
											1,088,526,000			62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards.....	8764		81,764,000		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		15,622,620,000			8766		5,752,614,000			8767		4,262,639,000		
3812		2,648,451,000			8769		464,806,000			8770		232,077,000		
8771		262,000			8772		962,000			8773		0		
8774		72,000			8775		0			8776		0		
8777		26,734,000			8778		47,008,000			8779		4,449,000		
A000		78,921,000			A001		54,231,000			A002		8,404,000		
Purchased credit protection that (a) is a covered under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:														
(1) Investment grade	G597		89,223,000		G598		445,407,000			G599		121,745,000		
(2) Subinvestment grade	G600		84,284,000		G601		432,148,000			G602		159,653,000		

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		4,543,000		M.5.b.
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58).....	F031		45,285,000		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		13,592,000		M.8.d.
9. Goodwill net of any associated deferred tax liability.....	G221		25,392,000		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		10.62	%	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			
67,729,000			539,000			111,309,000			0			13,897,000			5,406,000			591,000			
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																					
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....																					
BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718			
28,000			5,000			1,447,000			0			820,000			17,000			0			
b. Subordinated securities, and other residual interests.....																					
BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			
9,000			47,000			15,456,000			0			20,000			113,000			2,000			
c. Standby letters of credit and other enhancements.....																					
BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			
2,164,000			0			0			0			0			0			0			
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....																					
BHCK B726			BHCK B727			BHCK B728			BHCK B729			BHCK B730			BHCK B731			BHCK B732			
21,000			0			0			0			0			0			0			
4. Past due loan amounts included in item 1:																					
a. 30-89 days past due.....																					
BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739			
18,780,000			3,000			3,288,000			0			574,000			32,000			0			
b. 90 days or more past due.....																					
BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			
28,725,000			1,000			3,192,000			0			553,000			36,000			0			
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date)																					
a. Charge-offs.....																					
BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753			
83,000			0			12,132,000			0			13,000			126,000			0			
b. Recoveries.....																					
BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			
0			0			731,000			0			0			2,000			0			

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans All Leases, and All Other Assets			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
6. Amount of ownership (or seller's) interests carried as:																						
a. Securities (included in HC-B).....				BHCK B761			BHCK B762									BHCK B763						6.a.
				0			0									0						
b. Loans (included in HC-C).....				BHCK B500			BHCK B501									BHCK B502						6.b.
				304,000			11,138,000									164,000						
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.
	247,000			340,000			48,000			50,000			86,000			170,000			28,000			
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.
	51,000			2,000			0			0			0			0			2,632,000			
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.
	39,000			0			0			0			0			0			29,000			

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		1,761,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		552,149,000		M.2.b.
c. Other financial assets (1).....	A591		132,371,000		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		8,518,000		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		3,432,000		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		59,564,000		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		1,767,000		M.4.

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

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

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

		Dollar Amount in Thousands				
		BHCK	Bil	Mil	Thou	
1.	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.

