

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:

**March 31, 2010**

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)

05/10/2010  
Date of Signature (MM/DD/CCYY) (BHTX J196)

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/Director  
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 42.25 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		2,666,000		1.a.(1)(a)
	(b) All other loans secured by real estate .....	4436		209,000		1.a.(1)(b)
	(c) All other loans .....	F821		6,716,000		1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....						
		4059		5,190,000		1.a.(2)
b. Income from lease financing receivables .....						
		4065		39,000		1.b
c. Interest income on balances due from depository institutions (1) .....						
		4115		290,000		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		341,000		1.d.(1)
(2) Mortgage-backed securities .....						
		B489		395,000		1.d.(2)
(3) All other securities .....						
		4060		2,309,000		1.d.(3)
e. Interest income from trading assets .....						
		4069		1,872,000		1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell .....						
		4020		752,000		1.f.
g. Other interest income .....						
		4518		73,000		1.g.
h. Total interest income (sum of items 1.a through 1.g) .....						
		4107		20,852,000		1.h.
2. Interest expense						
a. Interest on deposits:						
(1) In domestic offices:						
	(a) Time deposits of \$100,000 or more .....	A517		110,000		2.a.(1)(a)
	(b) Time deposits of less than \$100,000 .....	A518		92,000		2.a.(1)(b)
	(c) Other deposits .....	6761		269,000		2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs .....						
		4172		1,492,000		2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....						
		4180		654,000		2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....						
		4185		2,937,000		2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities.....						
		4397		339,000		2.d.
e. Other interest expense.....						
		4398		258,000		2.e.
f. Total interest expense (sum of items 2.a through 2.e.).....						
		4073		6,151,000		2.f.
3. Net interest income (item 1.h minus item 2.f).....						
		4074		14,701,000		3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....						
		4230		8,366,000		4.
5. Noninterest income:						
a. Income from fiduciary activities.....						
		4070		179,000		5.a.
b. Service charges on deposit accounts in domestic offices.....						
		4483		178,000		5.b.
c. Trading revenue (2).....						
		A220		4,201,000		5.c.
(1) Fees and commissions from securities brokerage .....						
		C886		18,000		5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions.....						
		C888		1,656,000		5.d.(2)
(3) Fees and commissions from annuity sales .....						
		C887		6,000		5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....						
		C386		501,000		5.d.(4)
(5) Income from other insurance activities .....						
		C387		247,000		5.d.(5)
e. Venture capital revenue.....						
		B491		(17,000)		5.e.
f. Net servicing fees.....						
		B492		709,000		5.f.
g. Net securitization income.....						
		B493		0		5.g.
h. Not applicable						
i. Net gains (losses) on sales of loans and leases.....						
		8560		219,000		5.i.
j. Net gains (losses) on sales of other real estate owned.....						
		8561		(12,000)		5.j.
k. Net gains (losses) on sales of other assets (excluding securities).....						
		B496		54,000		5.k.
l. Other noninterest income (3).....						
		B497		2,878,000		5.l.
m. Total noninterest income (sum of items 5.a through 5.l.).....						
		4079		10,817,000		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		31,000		6.b.
7. Noninterest expense:					
a. Salaries and employee benefits .....	4135		6,195,000		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) .....	4217		836,000		7.b.
c. (1) Goodwill impairment losses .....	C216		0		7.c.(1)
(2) Amortization expense and impairment for other intangible assets .....	C232		251,000		7.c.(2)
d. Other noninterest expense (4) .....	4092		4,616,000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d) .....	4093		11,898,000		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		5,285,000		8.
9. Applicable income taxes (foreign and domestic) .....	4302		1,036,000		9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9)..	4300		4,249,000		10.
11. Extraordinary items and other adjustments, net of income taxes (5) .....	4320		211,000		11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104		4,460,000		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		32,000		13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13) .....	4340		4,428,000		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		14,919,000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		5,420,000		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		13,000		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		173,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
	4150		289,070		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		131,000		M.6.f.
g. Bank card and credit card interchange fees.....	F555		551,000		M.6.g.
h. Gains on bargain purchases.....	J447		0		M.6.h.
i. TEXT					
8562 Translation on Foreign Debt / FAS133	8562		300,000		M.6.i.
j. TEXT					
8563 CDS Hedge Earnings	8563		(150,000)		M.6.j.
k. TEXT					
8564	8564		0		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		775,000		M.7.a.
b.	Advertising and marketing expenses.....	0497		302,000		M.7.b.
c.	Directors' fees.....	4136		0		M.7.c.
d.	Printing, stationery, and supplies.....	C018		0		M.7.d.
e.	Postage.....	8403		181,000		M.7.e.
f.	Legal fees and expenses.....	4141		0		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		288,000		M.7.k.
l.	TEXT					
	8565 Policyholder benefits and claims	8565		287,000		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		89,000		M.8.a.(1)
(2)	Applicable income tax effect .....	BHCK 3572		(122,000)		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		1,309,000		M.9.a.
b.	Foreign exchange exposures .....	8758		241,000		M.9.b.
c.	Equity security and index exposures .....	8759		565,000		M.9.c.
d.	Commodity and other exposures .....	8760		109,000		M.9.d.
e.	Credit exposures .....	F186		1,977,000		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		0		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		2,000		M.11.
<b>Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)</b>						
12. a.	Income from the sale and servicing of mutual funds and annuities (in domestic offices)	8431		79,000		M.12.a.
b.	(1) Premiums on insurance related to the extension of credit .....	C242		29,000		M.12.b.(1)
	(2) All other insurance premiums .....	C243		472,000		M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities .....	B983		547,000		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, 2009.

**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		808,000		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552		24,000		M.14.a.(1)
b. Net gains (losses) on liabilities.....	F553		(387,000)		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554		(6,000)		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409		33,000		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.
17. Other-than-temporary impairment losses on held-to-maturity and available-for-sale debt securities:					
a. Total other-than-temporary impairment losses.....	J319		550,000		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes).....	J320		43,000		M.17.b.
c. Net impairment losses recognized in earnings (included in Schedule HI, items 6.a and 6.b) (Memorandum item 17.a minus Memorandum item 17.b).....	J321		507,000		M.17.c.

**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 <b>most recently reported</b> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217		152,700,000		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507		(8,442,000)		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		144,258,000		3.
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	bhct				
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	4340		4,428,000		4.
a. Sale of perpetual preferred stock, gross.....	BHCK				
a. Sale of perpetual preferred stock, gross.....	3577		0		5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		0		5.b.
b. Conversion or retirement of common stock.....					
6. Sale of common stock:					
a. Sale of common stock, gross.....	3579		1,875,000		6.a.
b. Conversion or retirement of common stock.....	3580		0		6.b.
7. Sale of treasury stock.....	4782		3,366,000		7.
8. LESS: Purchase of treasury stock.....	4783		1,000		8.
9. Changes incident to business combinations, net.....	4356		0		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		0		10.
11. LESS: Cash dividends declared on common stock.....	4460		0		11.
12. Other comprehensive income (1).....	B511		1,078,000		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....	4591		0		13.
14. Other adjustments to equity capital (not included above).....	3581		(3,583,000)		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		151,421,000		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 <sup>1</sup> (Column A)				Recoveries (Column B)			
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
1. Loans secured by real estate:								
a. Construction, land development, and other land loans in domestic offices:								
(1) 1-4 family residential construction loans.....	C891		0		C892		0	1.a.(1)
(2) Other construction loans and all land development and other land loans.....	C893		24,000		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		318,000		5412		9,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:								
(a) Secured by first liens.....	C234		1,096,000		C217		4,000	1.c.(2).(a)
(b) Secured by junior liens.....	C235		649,000		C218		14,000	1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588		42,000		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		102,000		C898		30,000	1.e.(2)
f. In foreign offices.....	B512		354,000		B513		11,000	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		0		4664		0	2.b.
3. Loans to finance agricultural production and other loans to farmers.....	4655		1,000		4665		0	3.
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile).....	4645		570,000		4617		162,000	4.a.
b. To non-U.S. addressees (domicile).....	4646		160,000		4618		37,000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards.....	B514		4,743,000		B515		321,000	5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		1,749,000		B517		190,000	5.b.
6. Loans to foreign governments and official institutions.....	4643		0		4627		0	6.
7. All other loans.....	4644		67,000		4628		27,000	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		5,000		F188		1,000	8.b.
9. Total (sum of items 1 through 8).....	4635		9,880,000		4605		807,000	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 <sup>1</sup> (Column A)				Recoveries (Column B)			
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
5409			0	5410			0
4652		64,000		4662		11,000	

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		893,000	

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		36,033,000	
bhct			
4605		807,000	
C079		9,191,000	
BHCK			
5523		689,000	
bhct			
4230		8,366,000	
C233		13,420,000	
bhct			
3123		48,746,000	

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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		1,047,000	
C390		0	
C781		62,000	

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 FAS 167 related to newly consolidated variable interest entities	J536		(8,442,000)		1.
2. 5352 Amount of ALLL recognized on the implementation date on schedule HI-B-II, line 6 as a result of BHCs implementation of FAS 167	5352		13,410,000		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 March 31, 2010

**Schedule HC—Consolidated Balance Sheet**

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
<b>ASSETS</b>					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin (1).....	0081		<b>25,678,000</b>		1.a.
b. Interest-bearing balances: (2)					
(1) In U.S. offices.....	0395		<b>98,698,000</b>		1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		<b>65,470,000</b>		1.b.(2)
2. Securities :					
a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754		<b>46,348,000</b>		2.a.
b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		<b>255,299,000</b>		2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices.....	BHDM	B987	<b>239,000</b>		3.a.
b. Securities purchased under agreements to resell (3).....	BHCK	B989	<b>234,109,000</b>		3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale.....	5369		<b>10,442,000</b>		4.a.
b. Loans and leases, net of unearned income.....	B528		<b>740,575,000</b>		4.b.
c. LESS: Allowance for loan and lease losses.....	3123		<b>48,746,000</b>		4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus items 4.c).....	B529		<b>691,829,000</b>		4.d.
5. Trading assets (from Schedule HC-D).....	3545		<b>345,393,000</b>		5.
6. Premises and fixed assets (including capitalized leases).....	2145		<b>8,075,000</b>		6.
7. Other real estate owned (from Schedule HC-M).....	2150		<b>2,030,000</b>		7.
8. Investments in unconsolidated subsidiaries and associated companies.....	2130		<b>21,454,000</b>		8.
9. Direct and indirect investments in real estate ventures.....	3656		<b>538,000</b>		9.
10. Intangible assets:					
a. Goodwill.....	3163		<b>25,662,000</b>		10.a.
b. Other intangible assets (from Schedule HC-M).....	0426		<b>14,761,000</b>		10.b.
11. Other assets (from Schedule HC-F).....	2160		<b>156,188,000</b>		11.
12. Total assets (sum of items 1 through 11).....	2170		<b>2,002,213,000</b>		12.

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

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

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

**Schedule HC—Continued**

		Dollar Amounts in Thousands				
		BHDM	Bil	Mil	Thou	
<b>LIABILITIES</b>						
<b>13. Deposits:</b>						
a. In domestic offices (from Schedule HC-E):						
	(1) Noninterest-bearing (1).....	6631		66,796,000		13.a.(1)
	(2) Interest-bearing.....	6636		230,810,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
	(1) Noninterest-bearing.....	BHFN		45,471,000		13.b.(1)
	(2) Interest-bearing.....	6636		484,837,000		13.b.(2)
<b>14. Federal funds purchased and securities sold under agreements to repurchase:</b>						
	a. Federal funds purchased in domestic offices (2).....	BHDM	B993	2,527,000		14.a.
	b. Securities sold under agreements to repurchase (3).....	BHCK	B995	205,384,000		14.b.
<b>15. Trading liabilities (from Schedule HC-D).....</b>						
			3548	142,132,000		15.
<b>16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....</b>						
			3190	487,649,000		16.
17. Not applicable						
18. Not applicable						
	19 a. Subordinated notes and debentures (4).....		4062	27,393,000		19.a.
	b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....		C699	21,682,000		19.b.
<b>20. Other liabilities (from Schedule HC-G).....</b>						
			2750	133,753,000		20.
<b>21. Total liabilities (sum of items 13 through 20).....</b>						
			2948	1,848,434,000		21.
22. Not applicable						
<b>EQUITY CAPITAL</b>						
<b>Bank Holding Company Equity Capital</b>						
	23. Perpetual preferred stock and related surplus.....		3283	312,000		23.
	24. Common stock (par value).....		3230	287,000		24.
	25. Surplus (exclude all surplus related to preferred stock).....		3240	96,427,000		25.
	26 a. Retained earnings.....		3247	73,432,000		26.a.
	b. Accumulated other comprehensive income (5).....		B530	(17,859,000)		26.b.
	c. Other equity capital components (6).....		A130	(1,178,000)		26.c.
	27 a. Total bank holding company equity capital (sum of items 23 through 26.c).....		3210	151,421,000		27.a.
	b. Noncontrolling (minority) interests in consolidated subsidiaries.....		3000	2,358,000		27.b.
<b>28. Total equity capital (sum of items 27.a and 27.b).....</b>						
			G105	153,779,000		28.
<b>29. Total liabilities and equity capital (sum of items 21 and 28).....</b>						
			3300	2,002,213,000		29.

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

1. Has the bank holding company engaged in a full-scope independent external audit at any time during the calendar year? (Enter "1" for yes, enter "0" for no) ..... BHCK  
C884 N/A M.1
2. If response to Memoranda item 1 is yes, indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.(7)

<p>a. <input type="text" value="N/A"/></p> <p>Name of External Auditing Firm (TEXT C703)</p> <p><input type="text" value="N/A"/></p> <p>City (TEXT C708)</p> <p><input type="text" value="N/A"/> <input type="text" value="N/A"/></p> <p>State Abbrev. (TEXT C714) Zip Code (TEXT C715)</p>	<p>b. <input type="text" value="N/A"/></p> <p>Name of Engagement Partner (TEXT C704)</p> <p><input type="text" value="N/A"/></p> <p>E-mail Address (TEXT C705)</p>
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(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		31,867,000		1287		31,753,000	1.
2.	U.S. government agency obligations (exclude mortgage-backed securities):																
	a. Issued by U.S. government agencies (1).....	1289		0		1290		0		1291		32,000		1293		32,000	2.a.
	b. Issued by U.S. government-sponsored agencies (2).....	1294		0		1295		0		1297		35,732,000		1298		35,727,000	2.b.
3.	Securities issued by states and political subdivisions in the U.S.....	8496		2,830,000		8497		2,853,000		8498		16,550,000		8499		15,365,000	3.
4.	Mortgage-backed securities (MBS)																
	a. Residential pass-through securities:																
	(1) Guaranteed by GNMA.....	G300		0		G301		0		G302		1,163,000		G303		1,220,000	4.a.(1)
	(2) Issued by FNMA and FHLMC	G304		0		G305		0		G306		16,347,000		G307		16,647,000	4.a.(2)
	(3) Other pass-through securities	G308		309,000		G309		312,000		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		2,916,000		G315		2,964,000	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		22,267,000		G321		23,086,000		G322		7,263,000		G323		6,393,000	4.b.(3)
	c. Commercial MBS:																
	(1) Commercial pass-through securities.....	G324		0		G325		0		G326		78,000		G327		40,000	4.c.(1)
	(2) Other commercial MBS.....	G328		1,189,000		G329		1,028,000		G330		710,000		G331		700,000	4.c.(2)
5.	Asset-backed securities and structured financial products:																
	a. Asset-backed securities (ABS)...	C026		7,784,000		C988		7,955,000		C989		2,551,000		C027		2,559,000	5.a.
	b. Structured financial products:																
	(1) Cash.....	G336		5,287,000		G337		5,096,000		G338		7,811,000		G339		7,774,000	5.b.(1)
	(2) Synthetic.....	G340		41,000		G341		44,000		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		2,471,000		1738		2,968,000		1739		5,910,000		1741		6,144,000	6.a.
	b. Foreign debt securities.....	1742		4,170,000		1743		4,303,000		1744		120,699,000		1746		121,857,000	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	4,352,000			A511	6,123,000			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	46,348,000			1771	47,645,000			1772	253,982,000			1773	255,299,000			

MEMORANDA

	BHCK	Bil	Mil	Thou	
1. Pledged securities (1).....	0416	149,319,000			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	61,493,000			M.2.a.
b. Over 1 year to 5 years.....	0384	131,754,000			M.2.b.
c. Over 5 years.....	0387	102,277,000			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	167,000			M.4.a.
b. Fair value.....	8783	153,000			M.4.b.

		Held-to-Maturity								Available-for-Sale								
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.(4)</i>																		
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	1,298,000			B839	1,321,000			B840	116,000			B841	116,000			5.a.
	b. Home equity lines .....	B842	429,000			B843	424,000			B844	32,000			B845	21,000			5.b.
	c. Automobile loans .....	B846	3,001,000			B847	3,030,000			B848	28,000			B849	28,000			5.c.
	d. Other consumer loans .....	B850	2,891,000			B851	3,012,000			B852	1,783,000			B853	1,815,000			5.d.
	e. Commercial and industrial loans .....	B854	0			B855	0			B856	9,000			B857	9,000			5.e.
	f. Other .....	B858	165,000			B859	168,000			B860	583,000			B861	570,000			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, 2009.

**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		470,000		G349		433,000		G350		0		G351		0	
G352		0		G353		0		G354		0		G355		0	
G356		674,000		G357		697,000		G358		6,975,000		G359		6,949,000	
G360		0		G361		0		G362		0		G363		0	
G364		13,000		G365		13,000		G366		0		G367		0	
G368		4,000		G369		4,000		G370		0		G371		0	
G372		4,167,000		G373		3,993,000		G374		836,000		G375		825,000	

**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			267,518,000					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						391,000		1.a.(1)
		F159						1,782,000		1.a.(2)
		BHDM								
	b. Secured by farmland.....	1420						42,000		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						31,421,000		1.c.(1)
	(2) Closed-end loans secured by 1-4 family residential properties:									
	(a) Secured by first liens.....	5367						130,039,000		1.c.(2)(a)
	(b) Secured by junior liens.....	5368						25,162,000		1.c.(2)(b)
	d. Secured by multifamily (5 or more) residential properties.....	1460						7,626,000		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						2,059,000		1.e.(1)
		F161						10,806,000		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						1,350,000		2.
	b. To foreign banks.....	1292			87,000					2.a.
		1296			11,221,000					2.b.
3.	Loans to finance agricultural production and other loans to farmers.....	1590			1,129,000	1590			222,000	3.
4.	Commercial and industrial loans.....	1766						34,026,000		4.
	a. To U.S. addressees (domicile).....	1763			32,288,000					4.a.
	b. To non-U.S. addressees (domicile).....	1764			81,181,000					4.b.
5.	Not applicable									
6.	Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....	1975						193,551,000		6.
	a. Credit cards.....	B538			162,429,000					6.a.
	b. Other revolving credit plans.....	B539			8,226,000					6.b.
	c. Other consumer loans (includes single payment, installment, and all student loans).....	2011			107,186,000					6.c.
7.	Loans to foreign governments and official institutions (including foreign central banks).....	2081			5,091,000	2081			6,000	7.
8.	Not applicable									
9.	Loans to nondepository financial institutions and other loans:									
	a. Loans to nondepository financial institutions.....	J454			10,161,000	J454			5,727,000	9.a.
	b. Other loans									
	(1) Loans for purchasing or carrying securities (secured or unsecured).....	1545			20,431,000	1545			15,140,000	9.b.(1)
	(2) All other loans (exclude consumer loans).....	J451			44,757,000	J451			34,158,000	9.b.(2)
10.	Lease financing receivables (net of unearned income).....	2165						1,246,000		10.
	a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases).....	F162			92,000					10.a.
	b. All other leases.....	F163			2,589,000					10.b.
11.	LESS: Any unearned income on loans reflected in items 1-9 above.....	2123			3,369,000	2123			2,522,000	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			751,017,000	2122			492,232,000	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		16,314,000		M.1.a.
b.	Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK		121,000		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.b.(2), column A, above.....	BHCK		1,518,000		M.2.
3.	Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		57,407,000		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		4,171,000		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		6,259,000		M.5.a.
b.	Carrying amount included in Schedule HC-C, items 1 through 9.....	C780		804,000		M.5.b.
6.	Closed-end loans with negative amortizaon features secured by 1-4 family residential properties in domestic offices:					
a.	Total carrying ammount of closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)).....	F230		0		M.6.a.
<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 <b>December 31, 2009</b>, 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		5,722,000		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	6,735,000						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				6,731,000			M.10.a.(3)(b)(i)	
	(ii) Secured by junior liens.....	F582				4,000			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	526,000			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	1,159,000			F589	1,159,000			M.10.d.
11.	Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):									
a.	Loans secured by real estate.....	F609	8,549,000						M.11.a.	
	(1) Construction, land development, and other land loans.....	F590				0			M.11.a.(1)	
	(2) Secured by farmland (including farm residential and other improvements).....	F591				0			M.11.a.(2)	
	(3) Secured by 1-4 family residential properties:									
	(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	F592				0			M.11.a.(3)(a)	
	(b) Closed-end loans secured by 1-4 family residential properties:									
	(i) Secured by first liens.....	F593				8,539,000			M.11.a.(3)(b)(i)	
	(ii) Secured by junior liens.....	F594				9,000			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	526,000			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	1,105,000			F601	1,105,000			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		168,186,000		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	
<b>ASSETS</b>									
1. U.S. Treasury securities.....	3531		27,176,000		3531		17,405,000		1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532		5,248,000		3532		5,238,000		2.
3. Securities issued by states and political subdivisions in the U.S.....	3533		7,767,000		3533		7,767,000		3.
4. Mortgage-backed securities (MBS):									
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM				
G379			21,527,000		G379		21,527,000		4.a.
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G380		7,585,000		G380		7,561,000		4.b.
c. All other residential mortgage-backed securities.....	G381		12,253,000		G381		9,562,000		4.c.
d. Commercial MBS.....	G382		1,851,000		G382		722,000		4.d.
5. Other debt securities									
a. Structured financial products:									
(1) Cash.....	G383		3,781,000		G383		2,962,000		5.a.(1)
(2) Synthetic.....	G384		57,000		G384		57,000		5.a.(2)
(3) Hybrid.....	G385		5,000		G385		0		5.a.(3)
b. All other debt securities.....	G386		141,758,000		G386		27,303,000		5.b.
6. Loans:									
a. Loans secured by real estate.....	F610		1,244,000						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						7,000		6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:									
(i) Secured by first liens.....	F607						749,000		6.a.(3)(b)(i)
(ii) Secured by junior liens.....	F611						13,000		6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....	F612						0		6.a.(4)
(5) Secured by nonfarm nonresidential properties.....	F613						319,000		6.a.(5)
b. Commercial and industrial loans.....	F614		15,036,000		F614		13,858,000		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		26,000		F618		26,000		6.d.
7. Not applicable									
8. Not applicable									
9. Other trading assets.....	BHCM				BHCK				
3541			46,796,000		3541		27,008,000		9.
10. Not applicable									
11. Derivatives with a positive fair value.....	3543		53,283,000		3543		12,628,000		11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct				BHDM				
3545			345,393,000		3545		154,720,000		12.
<b>LIABILITIES</b>									
13. a. Liability for short positions:									
(1) Equity securities.....	BHCK								
G209			20,669,000		G209		8,448,000		13.a.(1)
(2) Debt securities.....	G210		62,465,000		G210		28,980,000		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		58,998,000		3547		31,804,000		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct								
3548			142,132,000		3548		69,232,000		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		2,598,000					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						62,000	M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:								
(i) Secured by first liens.....	F628						1,247,000	M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....	F629						188,000	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						902,000	M.1.a.(5)
b. Commercial and industrial loans.....	F632		15,655,000	F632			14,370,000	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		26,000	F636			26,000	M.1.d.
2. Loans measured at fair value that are past due 90 days or more:								
a. Fair value.....	F639		467,000	F639			467,000	M.2.a.
b. Unpaid principal balance.....	F640		1,155,000	F640			1,155,000	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		923,000	G299			865,000	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		13,000	G333			13,000	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		5,000	G335			4,000	M.3.e.
f. Diversified (mixed) pools of structured financial products.....	G651		11,000	G651			0	M.3.f.
g. Other collateral or reference assets.....	G652		2,891,000	G652			2,137,000	M.3.g.
4. Pledged trading assets:								
a. Pledged securities.....	G387		8,076,000	G387			52,000	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.

	BHCK			
	Bil	Mil	Thou	
5. Asset-backed securities:				
a. Credit card receivables.....	F643		988,000	M.5.a.
b. Home equity lines.....	F644		791,000	M.5.b.
c. Automobile loans.....	F645		392,000	M.5.c.
d. Other consumer loans.....	F646		351,000	M.5.d.
e. Commercial and industrial loans.....	F647		1,595,000	M.5.e.
f. Other.....	F648		1,633,000	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		769,000		M.6.
7.	Equity securities:					
a.	Readily determinable fair values.....	F652		16,555,000		M.7.a.
b.	Other.....	F653		26,648,000		M.7.b.
8.	Loans pending securitization	F654		0		M.8.
9.	a. (1) Gross fair value of commodity contracts.....	G212		17,172,000		M.9.a.(1)
	(2) Gross fair value of physical commodities held in inventory.....	G213		229,000		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 <sup>(1)</sup>**

		Dollar Amounts in Thousands				
		BHCB	Bil	Mil	Thou	
1.	Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:					
a.	Demand deposits.....	2210		23,521,000		1.a.
b.	NOW, ATS, and other transaction accounts.....	3187		4,338,000		1.b.
c.	Money market deposit accounts and other savings accounts.....	2389		212,422,000		1.c.
d.	Time deposits of less than \$100,000.....	6648		19,289,000		1.d.
e.	Time deposits of \$100,000 or more.....	2604		31,644,000		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		210,000		2.a.
b.	NOW, ATS, and other transaction accounts.....	3187		0		2.b.
c.	Money market deposit accounts and other savings accounts.....	2389		6,182,000		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		26,275,000		M.1.
2.	Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164		1,178,000		M.2.
3.	Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		25,337,000		M.3.
		BHFN				
4.	Foreign office time deposits with a remaining maturity of one year or less.....	A245		189,833,000		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		9,543,000		1.
2.	Net deferred tax assets (2).....	2148		51,315,000		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		14,848,000		4.
5.	Life insurance assets.....	C009		7,962,000		5.
6.	Other.....	2168		72,520,000		6.
		bhct				
7.	Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160		156,188,000		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		1,137,000		2.
3.	Allowance for credit losses on off-balance sheet credit exposures.....	B557		1,122,000		3.
4.	Other.....	B984		131,494,000		4.
		bhct				
5.	Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		133,753,000		5.

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

**Schedule HC-H—Interest Sensitivity <sup>(1)</sup>**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Earning assets that are repriceable within one year or mature within one year.....	3197		730,619,000		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		497,849,000		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		185,166,000		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	
<b>ASSETS</b>						
1.	Reinsurance recoverables.....	B988			0	1.
2.	Total assets.....	C244			0	2.
<b>LIABILITIES</b>						
3.	Claims and claims adjustment expense reserves.....	B990			27,000	3.
4.	Unearned premiums.....	B991			0	4.
5.	Total equity.....	C245			0	5.
6.	Net Income.....	C246			0	6.

**Part II. Life and Health Underwriting**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<b>ASSETS</b>						
1.	Reinsurance recoverables.....	C247			898,000	1.
2.	Separate account assets.....	B992			3,845,000	2.
3.	Total assets.....	C248			17,813,000	3.
<b>LIABILITIES</b>						
4.	Policy holder benefits and contract holder funds.....	B994			6,234,000	4.
5.	Separate account liabilities.....	B996			3,845,000	5.
6.	Total equity.....	C249			5,990,000	6.
7.	Net income.....	C250			214,000	7.

**Schedule HC-K—Quarterly Averages**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<b>ASSETS</b>						
1.	Securities.....	3515			294,566,000	1.
2.	Federal funds sold and securities purchased under agreements to resell.....	3365			246,618,000	2.
<b>BHDM</b>						
3.	a. Total loans and leases in domestic offices.....	3516			505,094,000	3.a.
	(1) Loans secured by 1-4 family residential properties in domestic offices.....	3465			188,295,000	3.a.(1)
	(2) All other loans secured by real estate in domestic offices.....	3466			21,984,000	3.a.(2)
<b>BHFN</b>						
	b. Total loans in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	3360			257,677,000	3.b.
<b>BHCK</b>						
4.	a. Trading assets.....	3401			336,434,000	4.a.
	b. Other earning assets.....	B985			196,498,000	4.b.
5.	Total consolidated assets.....	3368			2,017,754,000	5.
<b>LIABILITIES</b>						
6.	Interest-bearing deposits (domestic).....	3517			232,486,000	6.
7.	Interest-bearing deposits (foreign).....	3404			481,058,000	7.
8.	Federal funds purchased and securities sold under agreements to repurchase.....	3353			218,096,000	8.
9.	All other borrowed money.....	2635			498,786,000	9.
10.	Not applicable					
<b>EQUITY CAPITAL</b>						
11.	Total equity capital (excludes limited-life preferred stock).....	3519			151,529,000	11.

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

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a.	Revolving, open-end loans secured by 1-4 family residential properties (e.g., home equity lines) .....	3814		22,907,000		1.a.
b.	(1) Unused consumer credit card lines .....	J455		693,826,000		1.b.(1)
	(2) Other unused credit card lines .....	J456		47,141,000		1.b.(2)
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		1,872,000		1.c.(1)
	(a) 1-4 family residential construction loan commitments.....	F164		203,000		1.c.(1)(a)
	(b) Commercial real estate, other construction loan, and land development loan commitments.....	F165		1,669,000		1.c.(1)(b)
	(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate.....	6550		442,000		1.c.(2)
d.	Securities underwriting .....	3817		104,000		1.d.
e.	Other unused commitments:					
	(1) Commercial and industrial loans .....	J457		104,099,000		1.e.(1)
	(2) Loans to financial institutions .....	J458		14,223,000		1.e.(2)
	(3) All other unused commitments .....	J459		86,051,000		1.e.(3)
2.	Financial standby letters of credit and foreign office guarantees .....	6566		85,196,000		2.
	<i>Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)</i>					
a.	Amount of financial standby letters of credit conveyed to others .....	3820		16,130,000		2.a.
3.	Performance standby letters of credit and foreign office guarantees .....	6570		13,581,000		3.
	<i>Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets. (1)</i>					
a.	Amount of performance standby letters of credit conveyed to others .....	3822		600,000		3.a.
4.	Commercial and similar letters of credit .....	3411		7,950,000		4.
5.	Not applicable					
6.	Securities lent .....	3433		62,339,000		6.

		(Column A)				(Column B)				
		Sold Protection				Purchased Protection				
		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7.	Credit derivatives:									
a.	Notional amounts:									
	(1) Credit default swaps.....	C968		1,197,817,000		C969		1,284,625,000		7.a.(1)
	(2) Total return swaps.....	C970		816,000		C971		28,811,000		7.a.(2)
	(3) Credit options.....	C972		20,000		C973		117,000		7.a.(3)
	(4) Other credit derivatives.....	C974		0		C975		0		7.a.(4)
b.	Gross fair values:									
	(1) Gross positive fair value.....	C219		23,578,000		C221		64,302,000		7.b.(1)
	(2) Gross negative fair value.....	C220		53,462,000		C222		23,418,000		7.b.(2)

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2009.

(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		1,198,653,000		7.c.(1)(a)
G402		1,306,797,000		7.c.(1)(b)
G403		0		7.c.(2)(a)
G404		6,756,000		7.c.(2)(b)
G405		0		7.c.(2)(c)

Dollar Amounts in Thousands

7. d. Notional amounts by remaining maturity:

(1) Sold credit protection:

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

(2) Purchased credit protection:

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

Remaining Maturity of:											
(Column A) One Year or Less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years			
BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou
G406		63,090,000		G407		376,821,000		G408		98,109,000	
G409		77,318,000		G410		426,088,000		G411		157,227,000	
G412		74,454,000		G413		418,192,000		G414		114,711,000	
G415		69,726,000		G416		459,833,000		G417		176,637,000	

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		559,519,000		8.
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3430		50,177,000		9.
3432		50,177,000		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 .....	<b>505,527,000</b>				<b>7,121,000</b>				<b>14,615,000</b>				<b>61,303,000</b>				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts .....	<b>4,065,890,000</b>				<b>2,139,053,000</b>				<b>2,991,000</b>				<b>32,623,000</b>				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options .....	<b>968,091,000</b>				<b>17,903,000</b>				<b>351,931,000</b>				<b>31,480,000</b>				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options .....	<b>1,051,114,000</b>				<b>19,680,000</b>				<b>344,134,000</b>				<b>34,487,000</b>				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options .....	<b>2,946,129,000</b>				<b>465,908,000</b>				<b>180,035,000</b>				<b>9,912,000</b>				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options .....	<b>2,683,794,000</b>				<b>440,973,000</b>				<b>92,287,000</b>				<b>14,066,000</b>				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps .....	<b>22,190,800,000</b>				<b>1,030,625,000</b>				<b>65,534,000</b>				<b>26,527,000</b>				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross notional amount of derivative contracts held for trading .....	<b>34,069,956,000</b>				<b>3,927,068,000</b>				<b>1,051,527,000</b>				<b>210,395,000</b>				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	<b>341,389,000</b>				<b>194,195,000</b>				<b>0</b>				<b>3,000</b>				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 .....	<b>508,428,000</b>				<b>70,409,000</b>				<b>18,166,000</b>				<b>17,172,000</b>				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value .....	<b>498,981,000</b>				<b>70,421,000</b>				<b>36,096,000</b>				<b>17,550,000</b>				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value .....	<b>8,830,000</b>				<b>3,044,000</b>				<b>0</b>				<b>0</b>				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value .....	<b>8,249,000</b>				<b>4,432,000</b>				<b>0</b>				<b>0</b>				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. <sup>(1)</sup>

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	35,697,000			G419	6,682,000			G420	2,095,000			G421	7,830,000			G422	41,896,000			15.a.
b. Fair value of collateral:																					
(1) Cash—U.S. dollar .....	G423	19,669,000			G424	0			G425	5,194,000			G426	54,000			G427	4,937,000			15.b.(1)
(2) Cash—Other currencies .....	G428	9,809,000			G429	0			G430	569,000			G431	75,000			G432	4,960,000			15.b.(2)
(3) U.S. Treasury securities .....	G433	425,000			G434	14,000			G435	284,000			G436	3,000			G437	1,361,000			15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities .....	G438	394,000			G439	5,000			G440	1,000			G441	15,000			G442	691,000			15.b.(4)
(5) Corporate bonds .....	G443	0			G444	0			G445	42,000			G446	0			G447	193,000			15.b.(5)
(6) Equity securities .....	G448	0			G449	0			G450	0			G451	0			G452	14,000			15.b.(6)
(7) All other collateral .....	G453	1,379,000			G454	0			G455	37,000			G456	0			G457	1,721,000			15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458	31,676,000			G459	19,000			G460	6,127,000			G461	147,000			G462	13,877,000			15.b.(8)

<sup>(1)</sup> The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2009.



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		443,190,000		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		22,151,000		20.b.(2)
(3) Due from nonbank subsidiaries of the bank holding company, gross.....	4834		64,434,000		20.b.(3)
c. Balances due to related institutions:					
(1) Due to bank holding company (parent company only), gross.....	5041		2,687,000		20.c.(1)
(2) Due to subsidiary banks of the bank holding company, gross.....	5043		12,689,000		20.c.(2)
(3) Due to nonbank subsidiaries of the bank holding company, gross.....	5045		152,092,000		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		20,085,000		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		9,840,000		21.

**Schedule HC-M—Continued**

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

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

TEXT  
C497 http:// www.citigroup.com/citi/fin/sec.htm

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			196,716,000	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	0		F174	0		F176		32,000		1.a.(1)
(2) Other construction loans and all land development and other land loans.....	F173	130,000		F175	6,000		F177		659,000		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	588,000		5399	1,000		5400		517,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:											
(a) Secured by first liens.....	C236	6,389,000		C237	5,530,000		C229		10,105,000		1.c.(2).(a)
(b) Secured by junior liens.....	C238	799,000		C239	2,000		C230		884,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499	60,000		3500	7,000		3501		521,000		1.d.
e. Secured by nonfarm non-residential properties in domestic offices:											
(1) Loans secured by owner-occupied nonfarm non-residential properties.....	F178	13,000		F180	0		F182		52,000		1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	F179	29,000		F181	0		F183		2,053,000		1.e.(2)
f. In foreign offices.....	B572	1,040,000		B573	0		B574		3,050,000		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	116,000	3.				
4. Commercial and industrial loans.....	1606	466,000	1607	365,000	1608	7,379,000	4.				
5. Loans to individuals for household, family, and other personal expenditures:											
a. Credit cards.....	B575	5,105,000	B576	4,575,000	B577	662,000	5.a.				
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578	3,102,000	B579	1,365,000	B580	1,791,000	5.b.				
6. Loans to foreign governments and official institutions.....	5389	0	5390	0	5391	0	6.				
7. All other loans.....	5459	74,000	5460	8,000	5461	2,002,000	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	25,000	F170	0	F171	88,000	8.b.				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505	0	3506	2,029,000	3507	47,000	9.				
10. TOTAL (sum of items 1 through 9).....	5524	17,821,000	5525	13,889,000	5526	29,960,000	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	2,235,000		5613	6,419,000		5614	10,000			
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above.....	5615	1,138,000		5616	1,460,000		5617	6,000			
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above.....	C866	945,000		C867	4,906,000		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	3,633,000		F662	758,000		F663	5,004,000			
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658	2,000		1659	0		1661	113,000			

**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	41,000		6559	0			6560	14,000		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	3,505,000		1912	1,078,000			1913	10,161,000		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	148,000		C241	195,000			C226	540,000		M.5.a.
b. Loans measured at fair value:											
(1) Fair value.....	F664	84,000		F665	0			F666	331,000		M.5.b.(1)
(2) Unpaid principal balance.....	F667	153,000		F668	0			F669	602,000		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		8,574,000		M.7.
8. Nonaccrual assets sold during the quarter.....	C411		1,428,000		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 assets<sup>1</sup> 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 resale<sup>2</sup> 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	
<b>1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale:(2)</b>						
a.	Closed-end first liens.....	F066		4,391,000		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)
<b>2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:(2)</b>						
BHCK						
a.	Closed-end first liens.....	F068		5,497,000		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)
<b>3. 1-4 family residential mortgages sold during the quarter:</b>						
BHCK						
a.	Closed-end first liens.....	F070		12,140,000		3.a.
b.	Closed-end junior liens.....	F071		19,000		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)
<b>4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):</b>						
BHCK						
a.	Closed-end first liens.....	F072		3,896,000		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)
<b>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):</b>						
BHCK						
a.	Closed-end 1-4 family residential mortgage loans.....	F184		290,000		5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit.....						
		BHDM				
		F560		0		5.b.
<b>6. Repurchase and indemnifications of 1-4 family residential mortgage loans during the quarter:</b>						
BHCK						
a.	Closed-end first liens.....	F678		1,385,000		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, 2009.  
 (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																				
<b>ASSETS</b>																				
	bhcy																			
1. Available-for-sale securities .....	1773	255,299,000		G474		0		G475	67,243,000		G476	174,161,000		G477	13,895,000					1.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK																			
	G478	96,596,000		G479	52,876,000		G480	0		G481	147,565,000		G482	1,907,000						2.
3. Loans and leases held for sale .....	G483	3,051,000		G484	0		G485	0		G486	3,051,000		G487	0						3.
4. Loans and leases held for investment .....	G488	5,368,000		G489	0		G490	0		G491	973,000		G492	4,395,000						4.
5. Trading assets:	bhct																			
a. Derivative assets .....	3543	53,283,000		G493	648,616,000		G494	3,440,000		G495	670,086,000		G496	28,373,000						5.a.
b. Other trading assets .....	BHCK																			
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above).....	G497	292,110,000		G498	0		G499	127,494,000		G500	138,685,000		G501	25,931,000						5.b.
6. All other assets .....	F240	0		F684	0		F692	0		F241	0		F242	0						5.b.(1)
7. Total assets measured at fair value on a recurring basis .....	G391	25,834,000		G392	2,455,000		G395	0		G396	12,330,000		G804	15,959,000						6.
	G502	731,541,000		G503	703,947,000		G504	198,177,000		G505	1,146,851,000		G506	90,460,000						7.
<b>LIABILITIES</b>																				
8. Deposits .....	F252	1,540,000		F686	0		F694	0		F253	1,382,000		F254	158,000						8.
9. Federal funds purchased and securities sold under agreements to repurchase .....	G507			G508			G509			G510			G511							
	G507	136,526,000		G508	52,876,000		G509	0		G510	188,427,000		G511	975,000						9.
10. Trading liabilities:	bhct																			
a. Derivative liabilities .....	3547	58,998,000		G512	640,564,000		G513	3,474,000		G514	671,051,000		G515	25,037,000						10.a.
b. Other trading liabilities .....	BHCK																			
	G516	83,134,000		G517	0		G518	68,086,000		G519	14,900,000		G520	148,000						10.b.
11. Other borrowed money .....	G521	29,337,000		G522	0		G523	0		G524	16,243,000		G525	13,094,000						11.
12. Subordinated notes and debentures .....	G526	0		G527	0		G528	0		G529	0		G530	0						12.
13. All other liabilities .....	G805	12,097,000		G806	2,455,000		G807	0		G808	14,550,000		G809	2,000						13.
14. Total liabilities measured at fair value on a recurring basis .....	G531	321,632,000		G532	695,895,000		G533	71,560,000		G534	906,553,000		G535	39,414,000						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	6,439,000	G537	0	G538	0	G539	0	G540	6,439,000	M.1.a.					
b.	Nontrading derivative assets .....			G541	10,006,000	G542	2,455,000	G543	0	G544	11,554,000	G545	907,000	M.1.b.					
c.				G546	0	G547	0	G548	0	G549	0	G550	0	M.1.c.					
d.				G551	0	G552	0	G553	0	G554	0	G555	0	M.1.d.					
e.				G556	0	G557	0	G558	0	G559	0	G560	0	M.1.e.					
f.				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	11,654,000	G567	2,455,000	G568	0	G569	14,107,000	G570	2,000	M.2.b.					
c.				G571	0	G572	0	G573	0	G574	0	G575	0	M.2.c.					
d.				G576	0	G577	0	G578	0	G579	0	G580	0	M.2.d.					
e.				G581	0	G582	0	G583	0	G584	0	G585	0	M.2.e.					
f.				G586	0	G587	0	G588	0	G589	0	G590	0	M.2.f.					

		Dollar Amounts in Thousands				
		bhcx	Bil	Mil	Thou	
<b>Tier 1 capital</b>						
1.	Total bank holding company equity capital (from Schedule HC, item 27.a) .....	3210		151,421,000		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		(3,165,000)		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		(6,468,000)		4.
5.	LESS: Nonqualifying perpetual preferred stock .....	B588		0		5.
6.a.	Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	G214		1,206,000		6.a.
b.	Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) (2) .....	G215		15,930,000		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		30,791,000		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		686,000		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		152,338,000		8.
9.a.	LESS: Disallowed servicing assets and purchased credit card relationships .....	B591		644,000		9.a.
b.	LESS: Disallowed deferred tax assets .....	5610		30,852,000		9.b.
10.	Other additions to (deductions from) Tier 1 capital .....	B592		(792,000)		10.
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	8274		120,050,000		11.
<b>Tier 2 capital</b>						
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		23,658,000		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		13,792,000		14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221		792,000		15.
16.	Other Tier 2 capital components .....	B594		0		16.
17.	Tier 2 capital (sum of items 12 through 16) .....	5311		38,242,000		17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275		38,242,000		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		158,292,000		21.
<b>Total assets for leverage ratio</b>						
22.	Average total assets (from Schedule HC-K, item 5) .....	3368		2,017,754,000		22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	B590		30,791,000		23.
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	B591		644,000		24.
25.	LESS: Disallowed deferred tax assets (from item 9.b above) .....	5610		30,852,000		25.
26.	LESS: Other deductions from assets for leverage capital purposes .....	BHCK				
		B596		6,047,000		26.
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	A224		1,949,420,000		27.
28.-30.	Not applicable					
<b>Capital ratios</b>						
31.	Tier 1 leverage ratio (item 11 divided by item 27) .....	BHCK	Percentage			
		7204		6.16 %		31.
32.	Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206		11.28 %		32.
33.	Total risk-based capital ratio (item 21 divided by item 62) .....	7205		14.88 %		33.

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

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

**Schedule HC-R—Continued**

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

																		C000								
(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)											
Allocation by Risk Weight Category																										
0%						20%			50%			100%														
Bil			Mil			Thou			Bil			Mil			Thou			Bil			Mil			Thou		
Balance Sheet Asset Categories																		BHCE								
34. Cash and due from depository institutions (Column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....																		BHCK 0010								
189,846,000						0			142,086,000			42,192,000						5,568,000			34.					
35. Held-to-maturity securities.....																		BHCX 1754								
46,348,000						(9,313,000)			0			17,652,000			3,816,000			34,193,000			35.					
36. Available-for-sale securities.....																		BHCX 1773								
255,299,000						815,000			143,767,000			70,678,000			13,072,000			26,967,000			36.					
37. Federal funds sold and securities purchased under agreements to resell .....																		BHCK C225								
234,348,000									180,459,000			45,012,000						8,877,000			37.					
38. Loans and leases held for sale.....																		BHCT 5369								
10,442,000						0			0			4,503,000			3,164,000			2,775,000			38.					
39. Loans and leases, net of unearned income .....																		BHCT B528								
740,575,000						(1,264,000)			20,788,000			85,652,000			126,604,000			508,795,000			39.					
40. LESS: Allowance for loan and lease losses.....																		BHCX 3123								
48,746,000						48,746,000															40.					
41. Trading assets.....																		BHCX 3545								
345,393,000						345,393,000			0			0			0			0			41.					
42. All other assets (1).....																		BHCK B639								
228,708,000						65,653,000			8,871,900			29,049,000			5,825,000			119,309,100			42.					
43. Total assets (sum of items 34 through 42).....																		BHCT 2170								
2,002,213,000						352,538,000			495,971,900			294,738,000			152,481,000			706,484,100			43.					

(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																						
<b>Derivatives and Off-Balance Sheet Items</b>	BHCK B546			BHCE			BHC0			BHC2			BHC5			BHC9						
44. Financial standby letters of credit...	85,286,000			1.00 or 12.5 <sup>2</sup>	85,286,000			11,789,000			23,091,000			2,914,000			47,492,000	44.				
45. Performance standby letters of credit.....	bhct 6570				6,790,500			771,000			925,000			2,000			5,092,500	45.				
46. Commercial and similar letters of credit.....	bhct 3411				1,590,000			70,000			515,000			0			1,005,000	46.				
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429				0			0			0			0			0	47.				
48. Securities lent.....	bhct 3433				62,339,000			61,875,000			313,000			0			151,000	48.				
49. Retained recourse on small business obligations sold with recourse.....	bhct A250				0			0			0			0			0	49.				
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement (3)	BHCK B541				563,000	12.50		6,428,000									6,428,000	50.				
51. All other financial assets sold with recourse.....	BHCK B675				7,348,000	1.00		7,348,000			0			1,410,000			5,938,000	51.				
52. All other off-balance sheet liabilities.....	BHCK B681				2,623,000	1.00		2,623,000			36,000			750,000			6,000	1,831,000	52.			
53. Unused commitments:	BHCK 6572				122,370,000	.50		61,185,000			2,424,000			15,191,000			907,000	42,663,000	53.a.			
a. With an original maturity exceeding one year.....	BHCK G591				13,989,000	.10		1,398,900			732,900			87,000			549,000	30,000	53.b.			
b. With an original maturity of one year or less to asset-backed commercial paper conduits.....	BHCE A167				202,632,000			12,989,000			111,852,000			77,791,000					54.			
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														
<b>Totals</b>														
55.	Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696			BHCK B697			BHCK B698			BHCK B699			
		<b>586,658,800</b>			<b>447,462,000</b>			<b>236,060,000</b>			<b>817,114,600</b>			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			
		<b>0</b>			<b>89,492,400</b>			<b>118,030,000</b>			<b>817,114,600</b>			57.
58.	Market risk equivalent assets.....										BHCK 1651			
											<b>75,481,000</b>			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			
											<b>1,100,118,000</b>			59.
60.	LESS: Excess allowance for loan and lease losses.....										BHCK A222			
											<b>36,076,000</b>			60.
61.	LESS: Allocated transfer risk reserve.....										BHCK 3128			
											<b>0</b>			61.
62.	Total risk-weighted assets (item 59 minus items 60 and 61).....										BHCK A223			
											<b>1,064,042,000</b>			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		<b>70,926,000</b>		M.1.

With a remaining maturity of														
(Column A) One year or less				(Column B) Over one year through five years				(Column C) Over five years						
BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou
3809		<b>17,852,398,000</b>			8766		<b>5,806,062,000</b>			8767		<b>3,944,750,000</b>		
3812		<b>2,754,592,000</b>			8769		<b>467,998,000</b>			8770		<b>218,939,000</b>		
8771		<b>241,000</b>			8772		<b>819,000</b>			8773		<b>0</b>		
8774		<b>46,000</b>			8775		<b>3,000</b>			8776		<b>0</b>		
8777		<b>44,970,000</b>			8778		<b>25,510,000</b>			8779		<b>4,699,000</b>		
A000		<b>92,895,000</b>			A001		<b>59,187,000</b>			A002		<b>8,704,000</b>		
Purchased credit protection that (a) is a covered position 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		<b>74,080,000</b>			G598		<b>415,469,000</b>			G599		<b>114,711,000</b>		
(2) Subinvestment grade .....														
G600		<b>69,726,000</b>			G601		<b>455,790,000</b>			G602		<b>176,637,000</b>		

2. Notional principal amounts of derivative contracts: (1)														
a. Interest rate contracts .....														M.2.a.
b. Foreign exchange contracts .....														M.2.b.
c. Gold contracts .....														M.2.c.
d. Other precious metals contracts .....														M.2.d.
e. Other commodity contracts .....														M.2.e.
f. Equity derivative contracts .....														M.2.f.
g. Credit derivative contracts:														
Purchased credit protection that (a) is a covered position 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 .....														M.2.g.(1)
(2) Subinvestment grade .....														M.2.g.(2)

	BHCK	Bil	Mil	Thou	
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:					
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) .....	5479		<b>312,000</b>		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		<b>0</b>		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		<b>0</b>		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		<b>0</b>		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		<b>0</b>		M.5.a.
b. In the form of common stock .....	5484		<b>1,178,000</b>		M.5.b.
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58).....	F031		<b>41,393,000</b>		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		<b>0</b>		M.8.a.
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	G220		<b>0</b>		M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a) .....	5990		<b>0</b>		M.8.c.
d. Qualifying trust preferred securities(2) (included in Schedule HC, item 19.b) .....	C502		<b>15,930,000</b>		M.8.d.
9. Goodwill net of any associated deferred tax liability.....	G221		<b>25,662,000</b>		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		<b>10.07</b>	%	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**

																					<b>C000</b>
(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans 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	
<b>Securitization Activities</b>																					
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....																					
BHCK B705			BHCK B706			BHCK B707			BHCK B708			BHCK B709			BHCK B710			BHCK B711			
60,613,000			0			0			0			0			244,000			3,280,000			
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			
0			0			0			0			0			0			9,000			
b. Subordinated securities, and other residual interests.....																					
BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			
5,000			0			0			0			0			0			17,000			
c. Standby letters of credit and other enhancements.....																					
BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			
1,695,000			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			
0			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			
15,442,000			0			0			0			0			0			0			
b. 90 days or more past due.....																					
BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			
28,004,000			0			0			0			0			0			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			
39,000			0			0			0			0			0			0			
b. Recoveries.....																					
BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			
0			0			0			0			0			0			0			

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans All Leases, and All Other Assets			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
6. Amount of ownership (or seller's) interests carried as:																						
a. Securities (included in HC-B).....				BHCK B761			BHCK B762									BHCK B763						6.a.
				0			0									0						
b. Loans (included in HC-C).....				BHCK B500			BHCK B501									BHCK B502						6.b.
				0			0									0						
7. Past due loan amounts included in interests reported in item 6.a:																						
a. 30-89 days past due.....				BHCK B764			BHCK B765									BHCK B766						7.a.
				0			0									0						
b. 90 days or more past due.....				BHCK B767			BHCK B768									BHCK B769						7.b.
				0			0									0						
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date)																						
a. Charge-offs.....				BHCK B770			BHCK B771									BHCK B772						8.a.
				0			0									0						
b. Recoveries.....				BHCK B773			BHCK B774									BHCK B775						8.b.
				0			0									0						
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>																						
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	BHCK B776			BHCK B777			BHCK B778			BHCK B779			BHCK B780			BHCK B781			BHCK B782			9.
	1,254,000			371,000			18,000			38,000			77,000			152,000			27,000			
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			
<b>Asset Sales</b>																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized.....	BHCK B790			BHCK B791			BHCK B792			BHCK B793			BHCK B794			BHCK B795			BHCK B796			11.
	550,000			2,000			0			0			0			0			3,278,000			
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.
	38,000			0			0			0			0			0			81,000			

**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		284,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		535,361,000		M.2.b.
c. Other financial assets (1).....	A591		9,268,000		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		8,685,000		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		3,400,000		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		14,325,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		6,916,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)(2).....	C407		0		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.	Amount of assets included in Schedule HC-R, item 43, column B, that were booked on-balance-sheet on the implementation date as a result of the bank holding company's implementation of FAS 167	J463			0	2.
3.	Amount of ALLL recognized on the implementation date for assets that were booked on-balance-sheet as a result of the bank holding company's implementation of FAS 167	J537			0	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
12.	B033				
		B033			N/A
13.	B034				
		B034			N/A
14.	B035				
		B035			N/A
15.	B036				
		B036			N/A
16.	B037				
		B037			N/A
17.	B038				
		B038			N/A
18.	B039				
		B039			N/A
19.	B040				
		B040			N/A
20.	B041				
		B041			N/A

