

Board of Governors of the Federal Reserve System



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

1

**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 C.F.R. § 225.5(b)) and Section 10 of the Home Owners Loan Act (12 U.S.C. § 1467a(b)).

This report form is to be filed by holding companies with total consolidated assets of \$500 million or more. In addition, 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 holding companies own or control, or are owned or controlled by, other 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 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 Holding Companies. The Consolidated Financial Statements for Holding Companies are to be prepared in accordance with instructions provided by the Federal Reserve System. The Consolidated Financial Statements for Holding Companies must be signed and attested by the Chief Financial Officer (CFO) of the reporting holding company (or by the individual performing this equivalent function).

Date of Report:

**September 30, 2013**

Month / Date / Year (BHCK 9999)

I, the undersigned CFO (or equivalent) of the named holding company, attest that the Consolidated Financial Statements for 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.

John C. Gerspach

Printed Name of Chief Financial Officer (or Equivalent) (BHCK C490)

Signature of Chief Financial Officer (or Equivalent)

11/12/2013

Date of Signature (MM/DD/YYYY) (BHTX J196)

Citigroup Inc.

Legal Title of Holding Company (TEXT 9010)

399 Park Avenue

(Mailing Address of the Holding Company) Street / P.O. Box (TEXT 9110)

New York

City (TEXT 9130)

NY

State (TEXT 9200)

10022-

Zip Code (TEXT 9220)

Person to whom questions about this report should be directed:

Name / Title (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

Area Code / FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 4086)

**For Federal Reserve Bank Use Only**

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_

S.F. \_\_\_\_\_

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

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 45.0 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, 20th and C Streets, NW, 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 Holding Companies

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

## Schedule HI—Consolidated Income Statement

**For Federal Reserve Bank Use Only**  
 RSSD ID \_\_\_\_\_  
 S.F. \_\_\_\_\_

Dollar Amounts in Thousands			Bil	Mil	Thou	
<b>1. Interest income</b>						
a. Interest and fee income on loans:						
(1) In domestic offices:						
(a) Loans secured by 1-4 family residential properties .....	BHCK4435		4,714,000			1.a.(1)(a)
(b) All other loans secured by real estate .....	BHCK4436		316,000			1.a.(1)(b)
(c) All other loans .....	BHCKF821		14,542,000			1.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHCK4059		14,903,000			1.a.(2)
b. Income from lease financing receivables .....	BHCK4065		126,000			1.b.
c. Interest income on balances due from depository institutions (1) .....	BHCK4115		766,000			1.c.
d. Interest and dividend income on securities:						
(1) U.S. Treasury securities and U.S. government agency obligations (excluding MBS) .....	BHCKB488		486,000			1.d.(1)
(2) Mortgage-backed securities .....	BHCKB489		1,184,000			1.d.(2)
(3) All other securities .....	BHCK4060		3,213,000			1.d.(3)
e. Interest income from trading assets .....	BHCK4069		4,789,000			1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell .....	BHCK4020		2,007,000			1.f.
g. Other interest income .....	BHCK4518		397,000			1.g.
h. Total interest income (sum of items 1.a through 1.g) .....	BHCK4107		<b>47,443,000</b>			1.h.
<b>2. Interest expense</b>						
a. Interest on deposits:						
(1) In domestic offices:						
(a) Time deposits of \$100,000 or more .....	BHCKA517		95,000			2.a.(1)(a)
(b) Time deposits of less than \$100,000 .....	BHCKA518		71,000			2.a.(1)(b)
(c) Other deposits .....	BHCK6761		590,000			2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHCK4172		3,338,000			2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase .....	BHCK4180		1,799,000			2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes & debentures) ...	BHCK4185		4,885,000			2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities .....	BHCK4397		812,000			2.d.
e. Other interest expense .....	BHCK4398		491,000			2.e.
f. Total interest expense (sum of items 2.a through 2.e) .....	BHCK4073		<b>12,081,000</b>			2.f.
3. Net interest income (item 1.h minus item 2.f) .....	BHCK4074		<b>35,362,000</b>			3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5) .....	BHCK4230		5,693,000			4.
<b>5. Noninterest income:</b>						
a. Income from fiduciary activities .....						
b. Service charges on deposit accounts in domestic offices .....						
c. Trading revenue (2) .....						
d.						
(1) Fees and commissions from securities brokerage .....	BHCKC886		1,638,000			5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions .....	BHCKC888		3,199,000			5.d.(2)
(3) Fees and commissions from annuity sales .....	BHCKC887		49,000			5.d.(3)
(4) Underwriting income from insurance and reinsurance activities .....	BHCKC386		1,134,000			5.d.(4)
(5) Income from other insurance activities .....	BHCKC387		545,000			5.d.(5)
e. Venture capital revenue .....	BHCKB491		0			5.e.
f. Net servicing fees .....	BHCKB492		1,494,000			5.f.
g. Net securitization income .....	BHCKB493		(6,000)			5.g.

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

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

**Schedule HI—Continued**

Dollar Amounts in Thousands		Bil	Mil	Thou
h. Not applicable				
i. Net gains (losses) on sales of loans and leases .....	BHCK8560		1,439,000	5.i.
j. Net gains (losses) on sales of other real estate owned .....	BHCK8561		34,000	5.j.
k. Net gains (losses) on sales of other assets (excluding securities) .....	BHCKB496		425,000	5.k.
l. Other noninterest income (3) .....	BHCKB497		5,758,000	5.l.
m. Total noninterest income (sum of items 5.a through 5.l) .....	BHCK4079		<b>23,712,000</b>	5.m.
6.				
a. Realized gains (losses) on held-to-maturity securities .....	BHCK3521		(140,000)	6.a.
b. Realized gains (losses) on available-for-sale securities .....	BHCK3196		634,000	6.b.
7. Noninterest expense:				
a. Salaries and employee benefits .....	BHCK4135		18,238,000	7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) .....	BHCK4217		2,369,000	7.b.
c.				
(1) Goodwill impairment losses .....	BHCKC216		0	7.c.(1)
(2) Amortization expense and impairment for other intangible assets .....	BHCKC232		602,000	7.c.(2)
d. Other noninterest expense (4) .....	BHCK4092		16,584,000	7.d.
e. Total noninterest expense (sum of items 7.a through 7.d) .....	BHCK4093		<b>37,793,000</b>	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) .....	BHCK4301		<b>16,082,000</b>	8.
9. Applicable income taxes (foreign and domestic) .....	BHCK4302		4,777,000	9.
10. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9) .....	BHCK4300		<b>11,305,000</b>	10.
11. Extraordinary items and other adjustments, net of income taxes (5) .....	BHCK4320		89,000	11.
12. Net income (loss) attributable to holding company and noncontrolling (minority) interests (sum of items 10 and 11) .....	BHCKG104		<b>11,394,000</b>	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) .....	BHCKG103		177,000	13.
14. Net income (loss) attributable to holding company (item 12 minus item 13) .....	BHCK4340		<b>11,217,000</b>	14.

**Memoranda**

Dollar Amounts in Thousands		Bil	Mil	Thou
1. Net interest income (item 3 above) on a fully taxable equivalent basis .....	BHCK4519		35,756,000	M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis .....	BHCK4592		16,083,000	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) .....	BHCK4313		1,000	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) .....	BHCK4507		495,000	M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number) .....	BHCK4150		277478	M.5.
6. Other noninterest income (from schedule HI, 5.l above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):				
a. Income and fees from the printing and sale of checks .....	BHCKC013		0	M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance .....	BHCKC014		0	M.6.b.
c. Income and fees from automated teller machines (ATMs) .....	BHCKC016		0	M.6.c.
d. Rent and other income from other real estate owned .....	BHCK4042		0	M.6.d.
e. Safe deposit box rent .....	BHCKC015		0	M.6.e.
f. Net change in the fair values of financial instruments accounted for under a fair value option .....	BHCKF229		467,000	M.6.f.

(3) See Schedule HI, memoranda item 6

(4) See Schedule HI, memoranda item 7.

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

# Schedule HI—Continued

## Memoranda—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou	
g.	Bank card and credit card interchange fees .....	BHCKF555	1,851,000		M.6.g.
h.	Gains on bargain purchases .....	BHCKJ447	0		M.6.h.
i.	<span style="border: 1px solid black; padding: 0 5px;">TEXT8562</span> .....	BHCK8562	0		M.6.i.
j.	<span style="border: 1px solid black; padding: 0 5px;">TEXT8563</span> Other Banking Related Fees .....	BHCK8563	4,176,000		M.6.j.
k.	<span style="border: 1px solid black; padding: 0 5px;">TEXT8564</span> Marked-to-Market on Hedging Transactions .....	BHCK8564	(655,000)		M.6.k.
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 .....	BHCKC017	3,350,000		M.7.a.
b.	Advertising and marketing expenses .....	BHCK0497	1,387,000		M.7.b.
c.	Directors' fees .....	BHCK4136	0		M.7.c.
d.	Printing, stationery, and supplies .....	BHCKC018	0		M.7.d.
e.	Postage .....	BHCK8403	0		M.7.e.
f.	Legal fees and expenses .....	BHCK4141	0		M.7.f.
g.	FDIC deposit insurance assessments .....	BHCK4146	0		M.7.g.
h.	Accounting and auditing expenses .....	BHCKF556	0		M.7.h.
i.	Consulting and advisory expenses .....	BHCKF557	0		M.7.i.
j.	Automated teller machine (ATM) and interchange expenses .....	BHCKF558	0		M.7.j.
k.	Telecommunications expenses .....	BHCKF559	0		M.7.k.
l.	<span style="border: 1px solid black; padding: 0 5px;">TEXT8565</span> Policyholder Benefits and Claims .....	BHCK8565	635,000		M.7.l.
m.	<span style="border: 1px solid black; padding: 0 5px;">TEXT8566</span> Litigation Expense .....	BHCK8566	2,005,000		M.7.m.
n.	<span style="border: 1px solid black; padding: 0 5px;">TEXT8567</span> .....	BHCK8567	0		M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):				
a.					
(1)	<span style="border: 1px solid black; padding: 0 5px;">TEXT3571</span> Discontinued Operations .....	BHCK3571	43,000		M.8.a.(1)
(2)	Applicable income tax effect .....	BHCK3572	(46,000)		M.8.a.(2)
b.					
(1)	<span style="border: 1px solid black; padding: 0 5px;">TEXT3573</span> .....	BHCK3573	0		M.8.b.(1)
(2)	Applicable income tax effect .....	BHCK3574	0		M.8.b.(2)
c.					
(1)	<span style="border: 1px solid black; padding: 0 5px;">TEXT3575</span> .....	BHCK3575	0		M.8.c.(1)
(2)	Applicable income tax effect .....	BHCK3576	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.)				
	<i>Memorandum items 9.a through 9.e are to be completed by 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:</i>				
a.	Interest rate exposures .....	BHCK8757	3,880,000		M.9.a.
b.	Foreign exchange exposures .....	BHCK8758	1,673,000		M.9.b.
c.	Equity security and index exposures .....	BHCK8759	407,000		M.9.c.
d.	Commodity and other exposures .....	BHCK8760	223,000		M.9.d.
e.	Credit exposures .....	BHCKF186	305,000		M.9.e.
	<i>Memoranda items 9.f and 9.g are to be completed by holding companies with \$100 billion or more in total assets that are required to complete Schedule HI, Memorandum items 9.a through 9.e, above. (1)</i>				
f.	Impact on trading revenue of changes in the creditworthiness of the holding company's derivatives counterparties on the holding company's derivative assets (included in Memorandum items 9.a through 9.e above) .....	BHCKK090	691,000		M.9.f.
g.	Impact on trading revenue of changes in the creditworthiness of the holding company on the holding company's derivative liabilities (included in items 9.a through 9.e above) .....	BHCKK094	(135,000)		M.9.g.

(1) The asset size test is generally based on the total assets reported as of June 30, 2012.

## Schedule HI—Continued

### Memoranda—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou	
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 .....	BHCKC889		0		M.10.a.
b. Net gains (losses) on credit derivatives held for purposes other than trading .....	BHCKC890		(366,000)		M.10.b.
11. Credit losses on derivatives (see instructions) .....	BHCKA251		39,000		M.11.
<i>Memorandum item 12.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>					
12.					
a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) .....	BHCK8431		88,000		M.12.a.
b.					
(1) Premiums on insurance related to the extension of credit .....	BHCKC242		150,000		M.12.b.(1)
(2) All other insurance premiums .....	BHCKC243		984,000		M.12.b.(2)
c. Benefits, losses, and expenses from insurance-related activities .....	BHCKB983		868,000		M.12.c.
Yes/No					
13. Does the reporting 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) .....					
	BHCKA530		NO		M.13.

Dollar Amounts in Thousands		Bil	Mil	Thou	
<i>Memorandum item 14 is to be completed by holding companies that have elected to account for assets and liabilities under a fair value option.</i>					
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 .....	BHCKF551		(100,000)		M.14.a.
(1) Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk .....	BHCKF552		(97,000)		M.14.a.(1)
b. Net gains (losses) on liabilities .....	BHCKF553		121,000		M.14.b.
(1) Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk .....	BHCKF554		(249,000)		M.14.b.(1)
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method .....	BHCKC409		13,000		M.15.

Year-to-Date					
<i>Memorandum item 16 is to be completed by holding companies that are required to complete Schedule HC-C, Memorandum items 6.b and 6.c.</i>					
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)) .....					
	BHCKF228				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 .....	BHCKJ319		270,000		M.17.a.
b. Portion of losses recognized in other comprehensive income (before income taxes) .....	BHCKJ320		0		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) .....	BHCKJ321		<b>270,000</b>		M.17.c.

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2012.

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

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Total holding company equity capital <i>most recently reported</i> for the end of previous calendar year (i.e., after adjustments from amended Reports of Income) .....	BHCK3217	189,049,000			1.
2. Cumulative effect of changes in accounting principles and corrections of material accounting errors .....	BHCKB507		0		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2) .....	BHCKB508	<b>189,049,000</b>			3.
4. Net income (loss) attributable to holding company (must equal Schedule HI, item 14) .....	BHCT4340	11,217,000			4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):					
a. Sale of perpetual preferred stock, gross .....	BHCK3577	2,637,000			5.a.
b. Conversion or retirement of perpetual preferred stock .....	BHCK3578		0		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross .....	BHCK3579		1,000		6.a.
b. Conversion or retirement of common stock .....	BHCK3580		683,000		6.b.
7. Sale of treasury stock .....	BHCK4782		440,000		7.
8. LESS: Purchase of treasury stock .....	BHCK4783		1,065,000		8.
9. Changes incident to business combinations, net .....	BHCK4356		0		9.
10. LESS: Cash dividends declared on preferred stock .....	BHCK4598		123,000		10.
11. LESS: Cash dividends declared on common stock .....	BHCK4460		91,000		11.
12. Other comprehensive income <sup>(1)</sup> .....	BHCKB511		(1,902,000)		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the holding company .....	BHCK4591		0		13.
14. Other adjustments to equity capital (not included above) .....	BHCK3581		0		14.
15. Total 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 item 27.a on Schedule HC) .....	BHCT3210		<b>200,846,000</b>		15.

(1) Includes, but is not limited to, 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	(Column A) Charge-offs: Calendar YTD		(Column B) Recoveries: Calendar YTD		
<b>I. Charge-offs <sup>(1)</sup> and Recoveries on Loans and Leases (Fully Consolidated)</b>					
1. Loans secured by real estate:					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans .....	BHCKC891	123,000	BHCKC892	0	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHCKC893	0	BHCKC894	7,000	1.a.(2)
b. Secured by farmland in domestic offices .....					
	BHCK3584	0	BHCK3585	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 .....	BHCK5411	330,000	BHCK5412	28,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices:					
(a) Secured by first liens .....	BHCKC234	2,039,000	BHCKC217	18,000	1.c.(2)(a)
(b) Secured by junior liens .....	BHCKC235	593,000	BHCKC218	44,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....					
	BHCK3588	2,000	BHCK3589	0	1.d.
e. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHCKC895	5,000	BHCKC896	4,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHCKC897	1,000	BHCKC898	1,000	1.e.(2)
f. In foreign offices .....					
	BHCKB512	246,000	BHCKB513	44,000	1.f.
2. Loans to depository institutions and acceptances of other banks:					
a. To U.S. banks and other U.S. depository institutions .....					
	BHCK4653	0	BHCK4663	0	2.a.
b. To foreign banks .....					
	BHCK4654	5,000	BHCK4664	0	2.b.
3. Loans to finance agricultural production and other loans to farmers ...					
	BHCK4655	0	BHCK4665	0	3.
4. Commercial and industrial loans:					
a. To U.S. addressees (domicile) .....					
	BHCK4645	260,000	BHCK4617	78,000	4.a.
b. To non-U.S. addressees (domicile) .....					
	BHCK4646	277,000	BHCK4618	87,000	4.b.
5. Loans to individuals for household, family, and other personal expenditures:					
a. Credit cards .....					
	BHCKB514	5,801,000	BHCKB515	1,061,000	5.a.
b. Automobile loans .....					
	BHCKK129	0	BHCKK133	1,000	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) ...					
	BHCKK205	2,039,000	BHCKK206	386,000	5.c.
6. Loans to foreign governments and official institutions .....					
	BHCK4643	0	BHCK4627	0	6.
7. All other loans .....					
	BHCK4644	103,000	BHCK4628	40,000	7.
8. Lease financing receivables:					
a. Leases to individuals for household, family, and other personal expenditures .....					
	BHCKF185	119,000	BHCKF187	6,000	8.a.
b. All other leases .....					
	BHCKC880	33,000	BHCKF188	3,000	8.b.
9. Total (sum of items 1 through 8) .....					
	BHCK4635	<b>11,976,000</b>	BHCK4605	<b>1,808,000</b>	9.

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

## Schedule HI-B—Continued

### Memoranda

Dollar Amounts in Thousands	(Column A)		(Column B)		
	Charge-offs: Calendar YTD		Recoveries: Calendar YTD		
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 .....	BHCK5409	0	BHCK5410	0	M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above) .....	BHCK4652	100,000	BHCK4662	43,000	M.2.

*Memorandum item 3 is to be completed by (1) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).*

	Calendar YTD		
3. Uncollectible 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) .....	BHCKC388	1,044,000	M.3.

Dollar Amounts in Thousands				
	Bil	Mil	Thou	
<b>II. Changes in allowance for loan and lease losses</b>				
1. Balance <i>most recently reported</i> at end of previous year (i.e., after adjustments from amended Reports of Income) .....	BHCKB522	25,455,000		1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above) .....	BHCT4605	1,808,000		2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4) .....	BHCKC079	9,878,000		3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account .....	BHCK5523	2,098,000		4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4) .....	BHCT4230	5,693,000		5.
6. Adjustments (see instructions for this schedule) .....	BHCKC233	(16,000)		6.
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) .....	BHCT3123	<b>20,964,000</b>		7.



## Schedule HI-B—Continued

### Memoranda

Dollar Amounts in Thousands

		Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 .....	BHCKC435			0	M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectable retail credit card fees and finance charges .....	BHCKC389			0	M.2.
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7) .....	BHCKC390		338,000		M.3.
<i>Memorandum item 4 is to be completed by all holding companies.</i>					
4. Amount of allowance for post-acquisition credit losses on purchased credit-impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above) .....	BHCKC781		111,000		M.4.

## Schedule HI-C—Disaggregated Data on the Allowance for Loan and Lease Losses

Schedule HI-C is to be completed by holding companies with \$1 billion or more in total assets. (1)

Dollar Amounts in Thousands		(Column A) Recorded Investment: Individually Evaluated for Impairment (ASC 310-10-35)	(Column B) Allow ance Balance: Individually Evaluated for Impairment (ASC 310-10-35)	(Column C) Recorded Investment: Collectively Evaluated for Impairment (ASC 450-20)	(Column D) Allow ance Balance: Collectively Evaluated for Impairment (ASC 450-20)	(Column E) Recorded Investment: Purchased Credit-Impaired Loans (ASC 310-30)	(Column F) Allow ance Balance: Purchased Credit-Impaired Loans (ASC 310-30)	
<b>1. Real estate loans:</b>								
<b>a. Construction loans</b> .....	BHCKM708	BHCKM709	BHCKM710	BHCKM711	BHCKM712	BHCKM713		1.a.
	13,000	0	1,625,000	26,000	0	0		
<b>b. Commercial real estate loans</b> .....	BHCKM714	BHCKM715	BHCKM716	BHCKM717	BHCKM719	BHCKM720		1.b.
	751,000	40,000	15,849,000	255,000	59,000	51,000		
<b>c. Residential real estate loans</b> .....	BHCKM721	BHCKM722	BHCKM723	BHCKM724	BHCKM725	BHCKM726		1.c.
	19,687,000	3,246,000	160,888,000	3,103,000	488,000	60,000		
<b>2. Commercial loans</b> (2) .....	BHCKM727	BHCKM728	BHCKM729	BHCKM730	BHCKM731	BHCKM732		2.
	13,271,000	463,000	260,068,000	2,463,000	15,000	0		
<b>3. Credit cards</b> .....	BHCKM733	BHCKM734	BHCKM735	BHCKM736	BHCKM737	BHCKM738		3.
	3,719,000	1,364,000	141,022,000	7,346,000	194,000	0		
<b>4. Other consumer loans</b> .....	BHCKM739	BHCKM740	BHCKM741	BHCKM742	BHCKM743	BHCKM744		4.
	1,708,000	460,000	41,151,000	1,761,000	0	0		
<b>5. Unallocated, if any</b> .....				BHCKM745				5.
				326,000				
<b>6. Total (for each column, sum of items 1.a through 5)</b> .....	BHCKM746	BHCKM747	BHCKM748	BHCKM749	BHCKM750	BHCKM751		6.
	<b>39,149,000</b>	<b>5,573,000</b>	<b>620,603,000</b>	<b>15,280,000</b>	<b>756,000</b>	<b>111,000</b>		

(1) The asset size test is generally based on the total assets reported as of June 30, 2012.  
 (2) Include all loans and leases not reported as real estate loans, credit cards, or other consumer loans.

## Notes to the Income Statement—Predecessor Financial Items

For 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 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			
	Bil	Mil	Thou	
1. Total interest income .....	BHBC4107		N/A	1.
a. Interest income on loans and leases .....	BHBC4094		N/A	1.a.
b. Interest income on investment securities .....	BHBC4218		N/A	1.b.
2. Total interest expense .....	BHBC4073		N/A	2.
a. Interest expense on deposits .....	BHBC4421		N/A	2.a.
3. Net interest income .....	BHBC4074		N/A	3.
4. Provision for loan and lease losses .....	BHBC4230		N/A	4.
5. Total noninterest income .....	BHBC4079		N/A	5.
a. Income from fiduciary activities .....	BHBC4070		N/A	5.a.
b. Trading revenue .....	BHBCA220		N/A	5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions .....	BHBCB490		N/A	5.c.
d. Venture capital revenue .....	BHBCB491		N/A	5.d.
e. Net securitization income .....	BHBCB493		N/A	5.e.
f. Insurance commissions and fees .....	BHBCB494		N/A	5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities .....	BHBC4091		N/A	6.
7. Total noninterest expense .....	BHBC4093		N/A	7.
a. Salaries and employee benefits .....	BHBC4135		N/A	7.a.
b. Goodwill impairment losses .....	BHBC216		N/A	7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments .....	BHBC4301		N/A	8.
9. Applicable income taxes .....	BHBC4302		N/A	9.
10. Noncontrolling (minority) interest .....	BHBC4484		N/A	10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (minority) interest .....	BHBC4320		N/A	11.
12. Net income (loss) .....	BHBC4340		N/A	12.
13. Cash dividends declared .....	BHBC4475		N/A	13.
14. Net charge-offs .....	BHBC6061		N/A	14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis .....	BHBC4519		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 holding company wishes to explain, that has been separately disclosed in the 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 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:

			Bil	Mil	Thou
TEXT0000	Sch. HI., item 1.a(1), Recognition of interest payments on nonaccrual loans to XYZ country				
TEXT0000				1350	

## Notes to the Income Statement (Other)

Dollar Amounts in Thousands

			Bil	Mil	Thou
1.	TEXT5351 Other interest income from Schedule HI, item 5.I only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I: Earnings of Minority Ow ned Affiliates				
		BHCK5351		444,000	1.
2.	TEXT5352 Other interest income from Schedule HI, item 5.I only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I: Letters-of-Credit Commitment Fees				
		BHCK5352		533,000	2.
3.	TEXT5353				
		BHCK5353			3.
4.	TEXT5354 Other interest income (from Schedule HI, item 5.I) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.I): Impairment on Other Assets				
		BHCK5354		(192,000)	4.
5.	TEXT5355				
		BHCK5355			5.
6.	TEXTB042				
		BHCKB042			6.
7.	TEXTB043				
		BHCKB043			7.
8.	TEXTB044				
		BHCKB044			8.
9.	TEXTB045				
		BHCKB045			9.
10.	TEXTB046				
		BHCKB046			10.

Notes to the Income Statement (Other)—Continued

Dollar Amounts in Thousands

		Bil	Mil	Thou		
11.	TEXTB047					
					BHCKB047	11.
12.	TEXTB048					
					BHCKB048	12.
13.	TEXTB049					
					BHCKB049	13.
14.	TEXTB050					
					BHCKB050	14.
15.	TEXTB051					
					BHCKB051	15.
16.	TEXTB052					
					BHCKB052	16.
17.	TEXTB053					
					BHCKB053	17.
18.	TEXTB054					
					BHCKB054	18.
19.	TEXTB055					
					BHCKB055	19.
20.	TEXTB056					
					BHCKB056	20.

Citigroup Inc.  
Name of Bank Holding Company

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

## Consolidated Financial Statements for Holding Companies

Report at the close of business September 30, 2013

### Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands		Bil	Mil	Thou	
<b>Assets</b>					
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin <sup>(1)</sup>	BHCK0081	32,810,000			1.a.
b. Interest-bearing balances: <sup>(2)</sup>					
(1) In U.S. offices	BHCK0395	106,621,000			1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	BHCK0397	66,120,000			1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)	BHCK1754	10,808,000			2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	BHCK1773	279,877,000			2.b.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold in domestic offices	BHDMB987	90,000			3.a.
b. Securities purchased under agreements to resell <sup>(3)</sup>	BHCKB989	273,589,000			3.b.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale	BHCK5369	7,646,000			4.a.
b. Loans and leases, net of unearned income	BHCKB528	665,706,000			4.b.
c. LESS: Allow ance for loan and lease losses	BHCK3123	20,964,000			4.c.
d. Loans and leases, net of unearned income and allow ance for loan and lease losses (item 4.b minus 4.c)	BHCKB529	<b>644,742,000</b>			4.d.
5. Trading assets (from Schedule HC-D)	BHCK3545	291,722,000			5.
6. Premises and fixed assets (including capitalized leases)	BHCK2145	7,123,000			6.
7. Other real estate ow ned (from Schedule HC-M)	BHCK2150	403,000			7.
8. Investments in unconsolidated subsidiaries and associated companies	BHCK2130	8,976,000			8.
9. Direct and indirect investments in real estate ventures	BHCK3656	304,000			9.
10. Intangible assets:					
a. Goodw ill	BHCK3163	25,160,000			10.a.
b. Other intangible assets (from Schedule HC-M)	BHCK0426	7,673,000			10.b.
11. Other assets (from Schedule HC-F)	BHCK2160	135,847,000			11.
12. Total assets (sum of items 1 through 11)	BHCK2170	<b>1,899,511,000</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		Bil	Mil	Thou
<b>Liabilities</b>				
13. Deposits:				
a. In domestic offices (from Schedule HC-E):				
(1) Noninterest-bearing <sup>(1)</sup> .....	BHDM6631	130,273,000		13.a.(1)
(2) Interest-bearing .....	BHDM6636	266,256,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:				
(1) Noninterest-bearing .....	BHFN6631	66,043,000		13.b.(1)
(2) Interest-bearing .....	BHFN6636	492,903,000		13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:				
a. Federal funds purchased in domestic offices <sup>(2)</sup> .....	BHDMB993	596,000		14.a.
b. Securities sold under agreements to repurchase <sup>(3)</sup> .....	BHCKB995	215,791,000		14.b.
15. Trading liabilities (from Schedule HC-D) .....	BHCK3548	122,048,000		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M) .....	BHCK3190	250,272,000		16.
17. Not applicable				
18. Not applicable				
19.				
a. Subordinated notes and debentures <sup>(4)</sup> .....	BHCK4062	25,942,000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities .....	BHCKC699	4,283,000		19.b.
20. Other liabilities (from Schedule HC-G) .....	BHCK2750	122,365,000		20.
21. Total liabilities (sum of items 13 through 20) .....	BHCK2948	1,696,772,000		21.
22. Not applicable				
<b>Equity Capital</b>				
<b>Holding Company Equity Capital</b>				
23. Perpetual preferred stock and related surplus .....	BHCK3283	5,184,000		23.
24. Common stock (par value) .....	BHCK3230	31,000		24.
25. Surplus (exclude all surplus related to preferred stock) .....	BHCK3240	107,089,000		25.
26.				
a. Retained earnings .....	BHCK3247	108,812,000		26.a.
b. Accumulated other comprehensive income <sup>(5)</sup> .....	BHCKB530	(18,798,000)		26.b.
c. Other equity capital components <sup>(6)</sup> .....	BHCKA130	(1,472,000)		26.c.
27.				
a. Total holding company equity capital (sum of items 23 through 26.c) .....	BHCK3210	200,846,000		27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries .....	BHCK3000	1,893,000		27.b.
28. Total equity capital (sum of items 27.a and 27.b) .....	BHCKG105	202,739,000		28.
29. Total liabilities and equity capital (sum of items 21 and 28) .....	BHCK3300	1,899,511,000		29.

(1) Includes noninterest-bearing demand, 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, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and accumulated defined benefit pension and other postretirement plan adjustments.

(6) Includes treasury stock and unearned Employee Stock Ownership Plan shares.

# Schedule HC—Continued

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

		Yes/No
1. Has the 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) .....		
2. If response to Memoranda item 1 is yes, indicate below the name and address of the holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner. (7)		
a. <u>N/A</u> (1) Name of External Auditing Firm (TEXT C703) <u>N/A</u> (2) City (TEXT C708) <u>N/A</u> <u>N/A</u> (3) State Abbreviation (TEXT C714) (4) Zip Code (TEXT C715)		M.1.
b. <u>N/A</u> (1) Name of Engagement Partner (TEXT C704) <u>N/A</u> (2) E-mail Address (TEXT C705)		

(7) The Federal Reserve regards information submitted in response to Memorandum item 2.b. as confidential.



**Schedule HC-B—Securities**

Dollar Amounts in Thousands					
	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
1. U.S. Treasury securities .....	BHCK0211	BHCK0213	BHCK1286	BHCK1287	
	0	0	61,979,000	62,455,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):					
a. Issued by U.S. government agencies <sup>(1)</sup> .....	BHCK1289	BHCK1290	BHCK1291	BHCK1293	
	0	0	31,000	30,000	2.a.
b. Issued by U.S. government-sponsored agencies <sup>(2)</sup> .....	BHCK1294	BHCK1295	BHCK1297	BHCK1298	
	0	0	20,236,000	20,303,000	2.b.
3. Securities issued by states and political subdivisions in the U.S. ....	BHCK8496	BHCK8497	BHCK8498	BHCK8499	
	1,183,000	1,181,000	19,944,000	17,997,000	3.
4. Mortgage-backed securities (MBS)					
a. Residential pass-through securities:					
(1) Guaranteed by GNMA .....	BHCKG300	BHCKG301	BHCKG302	BHCKG303	
	0	0	1,245,000	1,232,000	4.a.(1)
(2) Issued by FNMA and FHLMC .....	BHCKG304	BHCKG305	BHCKG306	BHCKG307	
	0	0	25,518,000	25,374,000	4.a.(2)
(3) Other pass-through securities .....	BHCKG308	BHCKG309	BHCKG310	BHCKG311	
	0	0	177,000	178,000	4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):					
(1) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>(3)</sup> .....	BHCKG312	BHCKG313	BHCKG314	BHCKG315	
	0	0	13,755,000	13,820,000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>(3)</sup> .....	BHCKG316	BHCKG317	BHCKG318	BHCKG319	
	0	0	0	0	4.b.(2)
(3) All other residential mortgage-backed securities .....	BHCKG320	BHCKG321	BHCKG322	BHCKG323	
	2,670,000	2,965,000	10,197,000	10,297,000	4.b.(3)
c. Commercial MBS:					
(1) Commercial pass-through securities:					
(a) Issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCKK142	BHCKK143	BHCKK144	BHCKK145	
	0	0	1,414,000	1,452,000	4.c.(1)(a)
(b) Other pass-through securities .....	BHCKK146	BHCKK147	BHCKK148	BHCKK149	
	0	0	0	0	4.c.(1)(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					
	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
(2) Other commercial MBS:					
(a) Issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>(3)</sup> .....	BHCKK150	BHCKK151	BHCKK152	BHCKK153	
	0	0	1,743,000	1,715,000	4.c.(2)(a)
(b) All other commercial MBS .....	BHCKK154	BHCKK155	BHCKK156	BHCKK157	
	13,000	14,000	417,000	418,000	4.c.(2)(b)
5. Asset-backed securities and structured financial products:					
a. Asset-backed securities (ABS) .....	BHCKC026	BHCKC988	BHCKC989	BHCKC027	
	360,000	359,000	10,260,000	10,289,000	5.a.
b. Structured financial products:					
(1) Cash .....	BHCKG336	BHCKG337	BHCKG338	BHCKG339	
	222,000	240,000	5,916,000	5,844,000	5.b.(1)
(2) Synthetic .....	BHCKG340	BHCKG341	BHCKG342	BHCKG343	
	0	0	0	0	5.b.(2)
(3) Hybrid .....	BHCKG344	BHCKG345	BHCKG346	BHCKG347	
	0	0	0	0	5.b.(3)
6. Other debt securities:					
a. Other domestic debt securities .....	BHCK1737	BHCK1738	BHCK1739	BHCK1741	
	24,000	26,000	3,880,000	3,971,000	6.a.
b. Foreign debt securities .....	BHCK1742	BHCK1743	BHCK1744	BHCK1746	
	6,336,000	6,524,000	100,240,000	100,175,000	6.b.
7. Investments in mutual funds and other equity securities with readily determinable fair values .....			BHCKA510	BHCKA511	
			4,326,000	4,327,000	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) .....	BHCT1754	BHCK1771	BHCK1772	BHCT1773	
	<b>10,808,000</b>	<b>11,309,000</b>	<b>281,278,000</b>	<b>279,877,000</b>	8.

(3) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Association (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

**Schedule HC-B—Continued**

**Memoranda**

		Dollar Amounts in Thousands				
			Bil	Mil	Thou	
1. Pledged securities (1)	.....	BHCK0416	179,696,000			M.1.
2. Remaining maturity or next repricing date of debt securities (Schedule HC-B, items 1 through 6.b in columns A and D above): (2) (3)						
a. 1 year and less	.....	BHCK0383	82,640,000			M.2.a.
b. Over 1 year to 5 years	.....	BHCK0384	133,592,000			M.2.b.
c. Over 5 years	.....	BHCK0387	70,107,000			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	.....	BHCK1778	1,622,000			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	.....	BHCK8782	21,000			M.4.a.
b. Fair value	.....	BHCK8783	22,000			M.4.b.

		Dollar Amounts in Thousands				
		(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value	
<i>Memorandum item 5 is to be completed by 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	.....	BHCKB838	BHCKB839	BHCKB840	BHCKB841	M.5.a.
		0	0	2,188,000	2,192,000	
b. Home equity lines	.....	BHCKB842	BHCKB843	BHCKB844	BHCKB845	M.5.b.
		161,000	160,000	6,000	5,000	
c. Automobile loans	.....	BHCKB846	BHCKB847	BHCKB848	BHCKB849	M.5.c.
		0	0	2,967,000	2,967,000	
d. Other consumer loans	.....	BHCKB850	BHCKB851	BHCKB852	BHCKB853	M.5.d.
		179,000	177,000	4,601,000	4,628,000	
e. Commercial and industrial loans	.....	BHCKB854	BHCKB855	BHCKB856	BHCKB857	M.5.e.
		0	0	277,000	279,000	
f. Other	.....	BHCKB858	BHCKB859	BHCKB860	BHCKB861	M.5.f.
		20,000	22,000	221,000	218,000	

(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, 2012.

## Schedule HC-B—Continued

### Memoranda—Continued

Dollar Amounts in Thousands				
	(Column A) Held-to-Maturity Amortized Cost	(Column B) Held-to-Maturity Fair Value	(Column C) Available-for- Sale Amortized Cost	(Column D) Available-for- Sale Fair Value
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 .....	BHCKG348	BHCKG349	BHCKG350	BHCKG351
	218,000	236,000	0	0
b. Trust preferred securities issued by real estate investment trusts .....	BHCKG352	BHCKG353	BHCKG354	BHCKG355
	0	0	0	0
c. Corporate and similar loans .....	BHCKG356	BHCKG357	BHCKG358	BHCKG359
	4,000	4,000	5,916,000	5,844,000
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....	BHCKG360	BHCKG361	BHCKG362	BHCKG363
	0	0	0	0
e. 1-4 family residential MBS not issued or guaranteed by GSEs .....	BHCKG364	BHCKG365	BHCKG366	BHCKG367
	0	0	0	0
f. Diversified (mixed) pools of structured financial products .....	BHCKG368	BHCKG369	BHCKG370	BHCKG371
	0	0	0	0
g. Other collateral or reference assets .....	BHCKG372	BHCKG373	BHCKG374	BHCKG375
	0	0	0	0

M.6.a.

M.6.b.

M.6.c.

M.6.d.

M.6.e.

M.6.f.

M.6.g.

## Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated		(Column B) In Domestic Offices		
1. Loans secured by real estate .....	BHCK1410	204,883,000			1.
a. Construction, land development, and other land loans:					
(1) 1-4 family residential construction loans .....	BHCKF158	9,000			1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHCKF159	1,459,000			1.a.(2)
b. Secured by farmland .....	BHDM1420	0			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 .....	BHDM1797	21,379,000			1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:					
(a) Secured by first liens .....	BHDM5367	97,699,000			1.c.(2)(a)
(b) Secured by junior liens .....	BHDM5368	12,388,000			1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties: .....	BHDM1460	2,279,000			1.d.
e. Secured by nonfarm nonresidential properties:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHCKF160	2,588,000			1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHCKF161	3,840,000			1.e.(2)
2. Loans to depository institutions and acceptances of other banks .....			BHDM1288	7,920,000	2.
a. To U.S. banks and other U.S. depository institutions .....	BHCK1292	401,000			2.a.
b. To foreign banks .....	BHCK1296	28,365,000			2.b.
3. Loans to finance agricultural production and other loans to farmers .....	BHCK1590	1,040,000	BHDM1590	314,000	3.
4. Commercial and industrial loans .....			BHDM1766	44,505,000	4.
a. To U.S. addressees (domicile) .....	BHCK1763	36,971,000			4.a.
b. To non-U.S. addressees (domicile) .....	BHCK1764	114,878,000			4.b.
5. Not applicable					
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper) .....			BHDM1975	120,878,000	6.
a. Credit cards .....	BHCKB538	144,960,000			6.a.
b. Other revolving credit plans .....	BHCKB539	5,612,000			6.b.
c. Automobile loans .....	BHCKK137	533,000			6.c.
d. Other consumer loans (includes single payment, installment, and all student loans) .....	BHCKK207	38,515,000			6.d.
7. Loans to foreign governments and official institutions (including foreign central banks) .....	BHCK2081	4,518,000	BHDM2081	229,000	7.
8. Not applicable					
9. Loans to nondepository financial institutions and other loans:					
a. Loans to nondepository financial institutions .....	BHCKJ454	40,357,000	BHDMJ454	19,743,000	9.a.
b. Other loans					
(1) Loans for purchasing or carrying securities (secured or unsecured) .....	BHCK1545	12,277,000	BHDM1545	4,015,000	9.b.(1)
(2) All other loans (exclude consumer loans) .....	BHCKJ451	39,289,000	BHDMJ451	29,545,000	9.b.(2)
10. Lease financing receivables (net of unearned income) .....			BHDM2165	1,493,000	10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases) .....	BHCKF162	11,000			10.a.
b. All other leases .....	BHCKF163	2,764,000			10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above ..	BHCK2123	2,022,000	BHDM2123	1,770,000	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) .....	BHCK2122	<b>673,352,000</b>	BHDM2122	<b>368,513,000</b>	12.

### Schedule HC-C—Continued

**Memoranda**

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Loans restructured in troubled debt restructurings that are in compliance with their modified terms (included in Schedule HC-C, and not reported as past due or nonaccrual in Schedule HC-N, Memorandum item 1):					
a. Construction, land development, and other land loans in domestic offices:					
(1) 1-4 family residential construction loans .....	BHDMK158		0		M.1.a.(1)
(2) All other construction loans and all land development and other land loans .....	BHDMK159		0		M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices .....	BHDMF576	12,275,000			M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHDMK160		0		M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:					
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHDMK161		1,000		M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHDMK162		0		M.1.d.(2)
e. Commercial and industrial loans:					
(1) To U.S. addressees (domicile) .....	BHCKK163	33,000			M.1.e.(1)
(2) To non-U.S. addressees (domicile) .....	BHCKK164	56,000			M.1.e.(2)
f. All other loans (include loans to individuals for household, family, and other personal expenditures) .....	BHCKK165	5,327,000			M.1.f.
<i>Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are in compliance with their modified terms (sum of Memorandum items 1.a through 1.f):</i>					
(1) Loans secured by farmland in domestic offices .....	BHDMK166		0		M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks .....	BHCKK167		0		M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	BHCKK168		0		M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	BHCKK098	3,263,000			M.1.f.(4)(a)
(b) Automobile loans .....	BHCKK203		0		M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHCKK204		0		M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	BHCKK212		0		M.1.f.(5)
(6) Other loans (1) .....	BHCKK267		0		M.1.f.(6)
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above .....	BHCK2746	5,374,000			M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A) .....	BHCKB837	63,000,000			M.3.
<i>Memorandum item 4 is to be completed by (1) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A) .....	BHCKC391	3,415,000			M.4.
<i>Memorandum item 5 is to be completed by all holding companies.</i>					
5. Purchased credit-impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance .....	BHCKC779	1,110,000			M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9 .....	BHCKC780	756,000			M.5.b.
6. Closed-end loans with negative amortization features secured by 1-4 family residential properties in domestic offices:					
a. Total carrying amount 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)) .....	BHCKF230		0		M.6.a.

(1) Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

# Schedule HC-C—Continued

## Memoranda—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou
<i>Memorandum items 6.b and 6.c are to be completed by 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, 2012</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>				
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties .....	BHCKF231		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 .....	BHCKF232		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)) .....	BHDMF577		4,495,000	M.9.

Dollar Amounts in Thousands		(Column A) Consolidated	(Column B) Domestic Offices		
<i>Memorandum items 10 and 11 are to be completed by 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.</i>					
10. Loans measured at fair value:					
a. Loans secured by real estate .....	BHCKF608	4,421,000		M.10.a.	
(1) Construction, land development, and other land loans .....			BHDMF578	0	M.10.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....			BHDMF579	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 .....			BHDMF580	0	M.10.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens .....			BHDMF581	4,421,000	M.10.a.(3)b.i
(ii) Secured by junior liens .....			BHDMF582	0	M.10.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties .....			BHDMF583	0	M.10.a.(4)
(5) Secured by nonfarm nonresidential properties .....			BHDMF584	0	M.10.a.(5)
b. Commercial and industrial loans .....	BHCKF585	2,288,000	BHDMF585	715,000	M.10.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards .....	BHCKF586	0	BHDMF586	0	M.10.c.(1)
(2) Other revolving credit plans .....	BHCKF587	0	BHDMF587	0	M.10.c.(2)
(3) Automobile loans .....	BHCKK196	0	BHDMK196	0	M.10.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	BHCKK208	0	BHDMK208	0	M.10.c.(4)
d. Other loans .....	BHCKF589	1,915,000	BHDMF589	1,233,000	M.10.d.

### Schedule HC-C—Continued

#### Memoranda—Continued

Dollar Amounts in Thousands	(Column A) Consolidated	(Column B) Domestic Offices	
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):			
a. Loans secured by real estate .....	BHCKF609   4,549,000		M.11.a.
(1) Construction, land development, and other land loans .....		BHDMF590   0	M.11.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....		BHDMF591   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 .....		BHDMF592   0	M.11.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:			
(i) Secured by first liens .....		BHDMF593   4,549,000	M.11.a.(3)b.i
(ii) Secured by junior liens .....		BHDMF594   0	M.11.a.(3)b.ii
(4) Secured by multifamily (5 or more) residential properties .....		BHDMF595   0	M.11.a.(4)
(5) Secured by nonfarm nonresidential properties .....		BHDMF596   0	M.11.a.(5)
b. Commercial and industrial loans .....	BHCKF597   2,307,000	BHDMF597   595,000	M.11.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):			
(1) Credit cards .....	BHCKF598   0	BHDMF598   0	M.11.c.(1)
(2) Other revolving credit plans .....	BHCKF599   0	BHDMF599   0	M.11.c.(2)
(3) Automobile loans .....	BHCKK195   0	BHDMK195   0	M.11.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	BHCKK209   0	BHDMK209   0	M.11.c.(4)
d. Other loans .....	BHCKF601   1,805,000	BHDMF601   1,175,000	M.11.d.

Dollar Amounts in Thousands	(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	
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 .....	BHCKG091   0	BHCKG092   0	BHCKG093   0	M.12.a.
b. Commercial and industrial loans .....	BHCKG094   0	BHCKG095   0	BHCKG096   0	M.12.b.
c. Loans to individuals for household, family, and other personal expenditures .....	BHCKG097   0	BHCKG098   0	BHCKG099   0	M.12.c.
d. All other loans and all leases .....	BHCKG100   0	BHCKG101   0	BHCKG102   0	M.12.d.

Dollar Amounts in Thousands	Bil	Mil	Thou	
13. Not applicable				
14. Pledged loans and leases .....	BHCKG378	226,136,000		M.14.



### Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by 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	(Column A) Consolidated		(Column B) Domestic Offices		
<b>Assets</b>					
1. U.S. Treasury securities .....	BHCM3531	18,091,000	BHCK3531	13,430,000	1.
2. U.S. government agency obligations (exclude MBS) .....	BHCM3532	2,948,000	BHCK3532	2,934,000	2.
3. Securities issued by states and political subdivisions in the U.S. ....	BHCM3533	3,620,000	BHCK3533	3,620,000	3.
4. Mortgage-backed securities (MBS):					
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA .....	BHCKG379	22,049,000	BHDMG379	22,049,000	4.a.
b. Other residential mortgage-backed securities issued or guaranteed by U.S. Government agencies or sponsored agencies (include CMOs, REMICs, and stripped MBS) <sup>(1)</sup> .....	BHCKG380	4,774,000	BHDMG380	4,761,000	4.b.
c. All other residential mortgage-backed securities .....	BHCKG381	1,685,000	BHDMG381	1,348,000	4.c.
d. Commercial MBS issued or guaranteed by U.S. Government agencies or sponsored agencies <sup>(1)</sup> .....	BHCKK197	247,000	BHDMK197	247,000	4.d.
e. All other commercial MBS .....	BHCKK198	1,415,000	BHDMK198	1,195,000	4.e.
5. Other debt securities					
a. Structured financial products:					
(1) Cash .....	BHCKG383	3,125,000	BHDMG383	3,067,000	5.a.(1)
(2) Synthetic .....	BHCKG384	480,000	BHDMG384	480,000	5.a.(2)
(3) Hybrid .....	BHCKG385	0	BHDMG385	0	5.a.(3)
b. All other debt securities .....	BHCKG386	110,311,000	BHDMG386	12,002,000	5.b.
6. Loans:					
a. Loans secured by real estate .....	BHCKF610	2,565,000			6.a.
(1) Construction, land development, and other land loans .....			BHDMF604	11,000	6.a.(1)
(2) Secured by farmland (including farm residential and other improvements) .....			BHDMF605	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 .....			BHDMF606	4,000	6.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:					
(i) Secured by first liens .....			BHDMF607	2,077,000	6.a.(3)(b)(i)
(ii) Secured by junior liens .....			BHDMF611	9,000	6.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties .....			BHDMF612	0	6.a.(4)
(5) Secured by nonfarm nonresidential properties .....			BHDMF613	464,000	6.a.(5)
b. Commercial and industrial loans .....	BHCKF614	10,167,000	BHDMF614	9,546,000	6.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):					
(1) Credit cards .....	BHCKF615	0	BHDMF615	0	6.c.(1)
(2) Other revolving credit plans .....	BHCKF616	0	BHDMF616	0	6.c.(2)
(3) Automobile loans .....	BHCKK199	0	BHDMK199	0	6.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	BHCKK210	0	BHDMK210	0	6.c.(4)
d. Other loans .....	BHCKF618	721,000	BHDMF618	403,000	6.d.
7. - 8. Not applicable					
9. Other trading assets .....	BHCM3541	57,775,000	BHCK3541	39,802,000	9.
10. Not applicable					
11. Derivatives with a positive fair value .....	BHCM3543	51,749,000	BHCK3543	16,048,000	11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal HC.5.) .....	BHCT3545	<b>291,722,000</b>	BHDM3545	<b>133,497,000</b>	12.

(1) U.S. Government agencies include, but are not limited to, such agencies as the Government National Mortgage Association (GNMA), the Federal Deposit Insurance Corporation (FDIC), and the National Credit Union Association (NCUA). U.S. Government-sponsored agencies include, but are not limited to, such agencies as the Federal Home Loan Mortgage Corporation (FHLMC) and the Federal National Mortgage Association (FNMA).

**Schedule HC-D—Continued**

Dollar Amounts in Thousands		(Column A) Consolidated		(Column B) Domestic Offices		
<b>Liabilities</b>						
13.						
a. Liability for short positions:						
(1) Equity securities .....	BHCKG209	15,943,000	BHDMG209	4,763,000		13.a.(1)
(2) Debt securities .....	BHCKG210	55,954,000	BHDMG210	16,604,000		13.a.(2)
(3) All other assets .....	BHCKG211	8,000	BHDMG211	0		13.a.(3)
b. All other trading liabilities .....	BHCKF624	0	BHDMF624	0		13.b.
14. Derivatives with a negative fair value .....	BHCK3547	50,143,000	BHDM3547	22,165,000		14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal HC.15.) .....	BHCT3548	122,048,000	BHDM3548	43,532,000		15.

**Memoranda**

Dollar Amounts in Thousands		(Column A) Consolidated		(Column B) Domestic Offices		
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 .....						
(1) Construction, land development, and other land loans .....	BHCKF790	3,104,000				M.1.a.
(2) Secured by farmland (including farm residential and other improvements) .....			BHDMF625	15,000		M.1.a.(1)
(3) Secured by 1-4 family residential properties:			BHDMF626	0		M.1.a.(2)
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit .....			BHDMF627	51,000		M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:			BHDMF628	2,418,000		M.1.a.(3)b.i
(i) Secured by first liens .....			BHDMF629	74,000		M.1.a.(3)b.ii
(ii) Secured by junior liens .....			BHDMF630	0		M.1.a.(4)
(4) Secured by multifamily (5 or more) residential properties .....			BHDMF631	546,000		M.1.a.(5)
(5) Secured by nonfarm nonresidential properties .....	BHCKF632	10,752,000	BHDMF632	10,058,000		M.1.b.
b. Commercial and industrial loans .....						
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(1) Credit cards .....	BHCKF633	0	BHDMF633	0		M.1.c.(1)
(2) Other revolving credit plans .....	BHCKF634	0	BHDMF634	0		M.1.c.(2)
(3) Automobile loans .....	BHCKK200	0	BHDMK200	0		M.1.c.(3)
(4) Other consumer loans (includes single payment, installment, and all student loans) .....	BHCKK211	0	BHDMK211	0		M.1.c.(4)
d. Other loans .....	BHCKF636	832,000	BHDMF636	484,000		M.1.d.
2. Loans measured at fair value that are past due 90 days or more:						
a. Fair value .....	BHCKF639	335,000	BHDMF639	335,000		M.2.a.
b. Unpaid principal balance .....	BHCKF640	787,000	BHDMF640	787,000		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 .....	BHCKG299	298,000	BHDMG299	298,000		M.3.a.
b. Trust preferred securities issued by real estate investment trusts .....	BHCKG332	0	BHDMG332	0		M.3.b.
c. Corporate and similar loans .....	BHCKG333	28,000	BHDMG333	28,000		M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs) .....	BHCKG334	31,000	BHDMG334	0		M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs .....	BHCKG335	0	BHDMG335	0		M.3.e.
f. Diversified (mixed) pools of structured financial products .....	BHCKG651	0	BHDMG651	0		M.3.f.
g. Other collateral or reference assets .....	BHCKG652	3,248,000	BHDMG652	3,221,000		M.3.g.
4. Pledged trading assets:						
a. Pledged securities .....	BHCKG387	119,191,000	BHDMG387	64,155,000		M.4.a.
b. Pledged loans .....	BHCKG388	0	BHDMG388	0		M.4.b.

# Schedule HC-D—Continued

## Memoranda—Continued

Dollar Amounts in Thousands

	Bil	Mil	Thou	
<i>Memoranda items 5 through 10 are to be completed by holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>				
5. Asset-backed securities:				
a. Credit card receivables .....	BHCKF643	258,000		M.5.a.
b. Home equity lines .....	BHCKF644	592,000		M.5.b.
c. Automobile loans .....	BHCKF645	311,000		M.5.c.
d. Other consumer loans .....	BHCKF646	320,000		M.5.d.
e. Commercial and industrial loans .....	BHCKF647	4,000		M.5.e.
f. Other .....	BHCKF648	387,000		M.5.f.
6. Retained beneficial interests in securitizations (first-loss or equity tranches) .....	BHCKF651	257,000		M.6.
7. Equity securities:				
a. Readily determinable fair values .....	BHCKF652	29,715,000		M.7.a.
b. Other .....	BHCKF653	23,883,000		M.7.b.
8. Loans pending securitization .....	BHCKF654	0		M.8.
9.				
a.				
(1) Gross fair value of commodity contracts .....	BHCKG212	10,039,000		M.9.a.(1)
(2) Gross fair value of physical commodities held in inventory .....	BHCKG213	1,799,000		M.9.a.(2)
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) BHTXF655	BHCKF655	0		M.9.b.(1)
(2) BHTXF656	BHCKF656	0		M.9.b.(2)
(3) BHTXF657	BHCKF657	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. BHTXF658	BHCKF658	0		M.10.a.
b. BHTXF659	BHCKF659	0		M.10.b.
c. BHTXF660	BHCKF660	0		M.10.c.

### Schedule HC-E—Deposit Liabilities<sup>(1)</sup>

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances <sup>(2)</sup> .....	BHCB2210	45,284,000			1.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	BHCB3187	17,605,000			1.b.
c. Money market deposit accounts and other savings accounts .....	BHCB2389	300,362,000			1.c.
d. Time deposits of less than \$100,000 .....	BHCB6648	8,812,000			1.d.
e. Time deposits of \$100,000 or more .....	BHCB2604	24,466,000			1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting holding company:					
a. Noninterest-bearing balances <sup>(2)</sup> .....	BHOD3189	0			2.a.
b. Interest-bearing demand deposits, NOW, ATS, and other transaction accounts .....	BHOD3187	0			2.b.
c. Money market deposit accounts and other savings accounts .....	BHOD2389	0			2.c.
d. Time deposits of less than \$100,000 .....	BHOD6648	0			2.d.
e. Time deposits of \$100,000 or more .....	BHOD2604	0			2.e.

#### Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Brokered deposits less than \$100,000 w ith a remaining maturity of one year or less .....	BHDMA243	21,422,000			M.1.
2. Brokered deposits less than \$100,000 w ith a remaining maturity of more than one year .....	BHDMA164	366,000			M.2.
3. Time deposits of \$100,000 or more w ith a remaining maturity of one year or less .....	BHDMA242	20,855,000			M.3.
4. Foreign office time deposits w ith a remaining maturity of one year or less .....	BHFNA245	188,161,000			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).

(2) Includes noninterest-bearing demand, time, and savings deposits.

### Schedule HC-F—Other Assets

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Accrued interest receivable <sup>(1)</sup> .....	BHCKB556	6,120,000			1.
2. Net deferred tax assets <sup>(2)</sup> .....	BHCK2148	53,916,000			2.
3. Interest-only strips receivable (not in the form of a security) on: <sup>(3)</sup>					
a. Mortgage loans .....	BHCKA519	0			3.a.
b. Other financial assets .....	BHCKA520	0			3.b.
4. Equity securities that DO NOT have readily determinable fair values <sup>(4)</sup> .....	BHCK1752	12,535,000			4.
5. Life insurance assets:					
a. General account life insurance assets .....	BHCKK201	336,000			5.a.
b. Separate account life insurance assets .....	BHCKK202	8,452,000			5.b.
c. Hybrid account life insurance assets .....	BHCKK270	0			5.c.
6. Other .....	BHCK2168	54,488,000			6.
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11) .....	BHCT2160	<b>135,847,000</b>			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		Bil	Mil	Thou
1. Not applicable				
2. Net deferred tax liabilities <sup>(1)</sup> .....	BHCK3049		433,000	2.
3. Allow ance for credit losses on off-balance sheet credit exposures .....	BHCKB557		1,196,000	3.
4. Other .....	BHCKB984		120,736,000	4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20) .....	BHCT2750		<b>122,365,000</b>	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		Bil	Mil	Thou	
1. Earning assets that are repriceable w ithin one year or mature w ithin one year .....	BHCK3197	811,108,000			1.
2. Interest-bearing deposit liabilities that reprice w ithin one year or mature w ithin one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet .....	BHCK3296	253,579,000			2.
3. Long-term debt that reprices w ithin one year included in items 16 and 19.a on Schedule HC, Balance Sheet .....	BHCK3298	64,486,000			3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock) .....	BHCK3408	4,571,000			4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature w ithin one year .....	BHCK3409			0	5.

(1) Holding companies w ith foreign offices have the option of excluding the smallest of such non-U.S. offices from coverage in this schedule. Such holding companies may omit the smallest of their offices in foreign countries w hen 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 holding companies. (See instructions for additional information.)

### I. Property and Casualty Underwriting

Dollar Amounts in Thousands			Bil	Mil	Thou	
<b>Assets</b>						
1. Reinsurance recoverables .....	BHCKB988			32,000		1.
2. Total assets .....	BHCKC244		1,460,000			2.
<b>Liabilities</b>						
3. Claims and claims adjustment expense reserves .....	BHCKB990		149,000			3.
4. Unearned premiums .....	BHCKB991		163,000			4.
5. Total equity .....	BHCKC245		936,000			5.
6. Net income .....	BHCKC246		128,000			6.

### II. Life and Health Underwriting

Dollar Amounts in Thousands			Bil	Mil	Thou	
<b>Assets</b>						
1. Reinsurance recoverables .....	BHCKC247			49,000		1.
2. Separate account assets .....	BHCKB992		3,316,000			2.
3. Total assets .....	BHCKC248		13,502,000			3.
<b>Liabilities</b>						
4. Policy holder benefits and contract holder funds .....	BHCKB994		4,861,000			4.
5. Separate account liabilities .....	BHCKB996		3,316,000			5.
6. Total equity .....	BHCKC249		2,320,000			6.
7. Net income .....	BHCKC250		172,000			7.



## Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

		Bil	Mill	Thou	
<b>Assets</b>					
1. Securities:					
a. U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities) .....	BHCKB558	80,344,000			1.a.
b. Mortgage-backed securities .....	BHCKB559	59,221,000			1.b.
c. All other securities (includes securities issued by states and political subdivisions in the U.S.) .....	BHCKB560	149,414,000			1.c.
2. Federal funds sold and securities purchased under agreements to resell .....	BHCK3365	264,331,000			2.
3.					
a. Total loans and leases in domestic offices .....	BHDM3516	363,888,000			3.a.
(1) Loans secured by 1-4 family residential properties .....	BHDM3465	134,000,000			3.a.(1)
(2) All other loans secured by real estate .....	BHDM3466	9,455,000			3.a.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	BHDM3386	241,000			3.a.(3)
(4) Commercial and industrial loans .....	BHDM3387	39,965,000			3.a.(4)
(5) Loans to individuals for household, family, and other personal expenditures:					
(a) Credit cards .....	BHDMB561	102,498,000			3.a.(5)(a)
(b) Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHDMB562	14,081,000			3.a.(5)(b)
b. Total loans and leases in foreign offices, Edge and Agreement subsidiaries, and IBFs .....	BHFN3360	296,013,000			3.b.
4.					
a. Trading assets .....	BHCK3401	300,325,000			4.a.
b. Other earning assets .....	BHCKB985	187,120,000			4.b.
5. Total consolidated assets .....	BHCK3368	1,860,104,000			5.
<b>Liabilities</b>					
6. Interest-bearing deposits (domestic) <sup>(1)</sup> .....	BHCK3517	260,948,000			6.
7. Interest-bearing deposits (foreign) <sup>(1)</sup> .....	BHCK3404	478,860,000			7.
8. Federal funds purchased and securities sold under agreements to repurchase .....	BHCK3353	224,941,000			8.
9. All other borrowed money .....	BHCK2635	249,987,000			9.
10. Not applicable					
<b>Equity Capital</b>					
11. Total equity capital (excludes limited-life preferred stock) .....	BHCK3519	199,373,000			11.

(1) Includes interest-bearing demand deposits.

## Schedule HC-L—Derivatives and Off-Balance-Sheet Items

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Unused commitments (report only unused portions 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) .....	BHCK3814	17,392,000			1.a.
b.					
(1) Unused consumer credit card lines .....	BHCKJ455	619,207,000			1.b.(1)
(2) Other unused credit card lines .....	BHCKJ456	30,830,000			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)) .....	BHCK3816	<b>2,671,000</b>			1.c.(1)
(a) 1-4 family residential construction loan commitments .....	BHCKF164	276,000			1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments .....	BHCKF165	2,395,000			1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate .....	BHCK6550	3,837,000			1.c.(2)
d. Securities underwriting .....	BHCK3817	380,000			1.d.
e. Other unused commitments:					
(1) Commercial and industrial loans .....	BHCKJ457	142,511,000			1.e.(1)
(2) Loans to financial institutions .....	BHCKJ458	30,935,000			1.e.(2)
(3) All other unused commitments .....	BHCKJ459	62,308,000			1.e.(3)
2. Financial standby letters of credit and foreign office guarantees .....	BHCK6566	97,814,000			2.
<i>Item 2.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>					
a. Amount of financial standby letters of credit conveyed to others .....	BHCK3820	22,640,000			2.a.
3. Performance standby letters of credit and foreign office guarantees .....	BHCK6570	12,150,000			3.
<i>Item 3.a is to be completed by holding companies with \$1 billion or more in total assets. (1)</i>					
a. Amount of performance standby letters of credit conveyed to others .....	BHCK3822	1,838,000			3.a.
4. Commercial and similar letters of credit .....	BHCK3411	7,842,000			4.
5. Not applicable					
6. Securities lent .....	BHCK3433	66,721,000			6.

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2012.

Dollar Amounts in Thousands		(Column A) Sold Protection		(Column B) Purchased Protection		
7. Credit derivatives:						
a. Notional amounts:						
(1) Credit default sw aps .....	BHCKC968	1,323,739,000		BHCKC969	1,386,961,000	7.a.(1)
(2) Total return sw aps .....	BHCKC970	1,315,000		BHCKC971	15,061,000	7.a.(2)
(3) Credit options .....	BHCKC972	43,348,000		BHCKC973	20,120,000	7.a.(3)
(4) Other credit derivatives .....	BHCKC974	0		BHCKC975	0	7.a.(4)
b. Gross fair values:						
(1) Gross positive fair value .....	BHCKC219	23,739,000		BHCKC221	21,422,000	7.b.(1)
(2) Gross negative fair value .....	BHCKC220	19,498,000		BHCKC222	25,669,000	7.b.(2)

Dollar Amounts in Thousands		Bil	Mil	Thou	
c. Notional amounts by regulatory capital treatment:					
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection .....	BHCKG401	1,368,402,000			7.c.(1)(a)
(b) Purchased protection .....	BHCKG402	1,404,796,000			7.c.(1)(b)
(2) All other positions:					
(a) Sold protection .....	BHCKG403	0			7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes .....	BHCKG404	17,346,000			7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes .....	BHCKG405	0			7.c.(2)(c)

### Schedule HC-L—Continued

(Report only transactions with nonrelated institutions)

Dollar Amounts in Thousands	(Column A) One year or less		(Column B) Over One Year Through Five Years		(Column C) Over Five Years		
7.d. Notional amounts by remaining maturity:							
(1) Sold credit protection:							
(a) Investment grade .....	BHCKG406	134,365,000	BHCKG407	440,727,000	BHCKG408	54,791,000	7.d.(1)(a)
(b) Subinvestment grade .....	BHCKG409	133,107,000	BHCKG410	561,964,000	BHCKG411	43,448,000	7.d.(1)(b)
(2) Purchased credit protection:							
(a) Investment grade .....	BHCKG412	152,964,000	BHCKG413	458,137,000	BHCKG414	60,838,000	7.d.(2)(a)
(b) Subinvestment grade .....	BHCKG415	116,974,000	BHCKG416	585,613,000	BHCKG417	47,616,000	7.d.(2)(b)

Dollar Amounts in Thousands					
		Bil	Mil	Thou	
8. Spot foreign exchange contracts .....	BHCK8765	1,281,604,000			8.
9. 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 terms 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a) .....					
a. Securities borrow ed .....	BHCK3430	43,360,000			9.
b. Commitments to purchase w hen-issued securities .....	BHCK3432	0			9.a.
c. Commitments to sell w hen-issued securities .....	BHCK3434	0			9.b.
d. ....	BHCK3435	0			9.c.
e. ....	BHCK6561	0			9.d.
f. ....	BHCK6562	0			9.e.
g. ....	BHCK6568	0			9.f.
h. ....	BHCK6586	0			9.g.
10. Not applicable					

**Schedule HC-L—Continued**

Dollar Amounts in Thousands	(Column A) Interest Rate Contracts	(Column B) Foreign Exchange Contracts	(Column C) Equity Derivative Contracts	(Column D) Commodity and Other Contracts	
<b>Derivatives Position Indicators</b>					
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 .....	BHCK8693	BHCK8694	BHCK8695	BHCK8696	11.a.
	984,517,000	11,717,000	19,762,000	49,178,000	
b. Forward contracts .....	BHCK8697	BHCK8698	BHCK8699	BHCK8700	11.b.
	4,741,914,000	1,664,765,000	2,382,000	46,473,000	
c. Exchange-traded option contracts:					
(1) Written options .....	BHCK8701	BHCK8702	BHCK8703	BHCK8704	11.c.(1)
	927,484,000	13,748,000	929,126,000	143,258,000	
(2) Purchased options .....	BHCK8705	BHCK8706	BHCK8707	BHCK8708	11.c.(2)
	987,576,000	14,396,000	921,924,000	145,290,000	
d. Over-the-counter option contracts:					
(1) Written options .....	BHCK8709	BHCK8710	BHCK8711	BHCK8712	11.d.(1)
	3,088,466,000	1,161,793,000	141,800,000	43,789,000	
(2) Purchased options .....	BHCK8713	BHCK8714	BHCK8715	BHCK8716	11.d.(2)
	2,922,352,000	1,145,083,000	116,411,000	42,291,000	
e. Swaps .....	BHCK3450	BHCK3826	BHCK8719	BHCK8720	11.e.
	35,101,363,000	3,330,770,000	97,257,000	26,606,000	
12. Total gross notional amount of derivative contracts held for trading .....	BHCKA126	BHCKA127	BHCK8723	BHCK8724	12.
	48,711,758,000	7,293,008,000	2,228,662,000	496,885,000	
13. Total gross notional amount of derivative contracts held for purposes other than trading .....	BHCK8725	BHCK8726	BHCK8727	BHCK8728	13.
	41,914,000	49,264,000	0	0	
14. Gross fair values of derivative contracts:					
a. Contracts held for trading:					
(1) Gross positive fair value .....	BHCK8733	BHCK8734	BHCK8735	BHCK8736	14.a.(1)
	669,751,000	86,629,000	25,198,000	10,039,000	
(2) Gross negative fair value .....	BHCK8737	BHCK8738	BHCK8739	BHCK8740	14.a.(2)
	656,108,000	86,936,000	34,231,000	10,985,000	
b. Contracts held for purposes other than trading:					
(1) Gross positive fair value .....	BHCK8741	BHCK8742	BHCK8743	BHCK8744	14.b.(1)
	3,413,000	1,242,000	0	0	
(2) Gross negative fair value .....	BHCK8745	BHCK8746	BHCK8747	BHCK8748	14.b.(2)
	1,171,000	529,000	0	0	

### 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	
15. Over-the counter derivatives:						
a. Net current credit exposure .....	BHCKG418	BHCKG419	BHCKG420	BHCKG421	BHCKG422	
	44,554,000	1,000	1,620,000	13,882,000	25,452,000	15.a.
b. Fair value of collateral:						
(1) Cash - U.S. dollar .....	BHCKG423	BHCKG424	BHCKG425	BHCKG426	BHCKG427	
	20,278,000	0	5,167,000	79,000	4,793,000	15.b.(1)
(2) Cash - Other currencies .....	BHCKG428	BHCKG429	BHCKG430	BHCKG431	BHCKG432	
	13,864,000	0	275,000	2,636,000	4,958,000	15.b.(2)
(3) U.S. Treasury securities .....	BHCKG433	BHCKG434	BHCKG435	BHCKG436	BHCKG437	
	1,130,000	0	819,000	0	1,847,000	15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities .....	BHCKG438	BHCKG439	BHCKG440	BHCKG441	BHCKG442	
	231,000	0	0	0	908,000	15.b.(4)
(5) Corporate bonds .....	BHCKG443	BHCKG444	BHCKG445	BHCKG446	BHCKG447	
	483,000	0	111,000	1,000	1,046,000	15.b.(5)
(6) Equity securities .....	BHCKG448	BHCKG449	BHCKG450	BHCKG451	BHCKG452	
	0	0	0	0	83,000	15.b.(6)
(7) All other collateral .....	BHCKG453	BHCKG454	BHCKG455	BHCKG456	BHCKG457	
	3,962,000	0	48,000	0	3,666,000	15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7)) .....	BHCKG458	BHCKG459	BHCKG460	BHCKG461	BHCKG462	
	<b>39,948,000</b>	<b>0</b>	<b>6,420,000</b>	<b>2,716,000</b>	<b>17,301,000</b>	15.b.(8)

(1) The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2012.

### Schedule HC-M—Memoranda

Dollar Amounts in Thousands		Bil	Mil	Thou		
		Number (Unrounded)				
1. Total number of holding company common shares outstanding .....	BHCK3459	3033000077				1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	BHCK6555	52,250,000				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	BHCK6556	40,964,000				3.
4. Other assets acquired in satisfaction of debts previously contracted .....	BHCK6557	27,000				4.
5. Securities purchased under agreements to resell <b>offset</b> against securities sold under agreements to repurchase on Schedule HC .....	BHCKA288	58,456,000				5.
6. Assets covered by loss-sharing agreements with the FDIC:						
a. Loans and leases (included in Schedule HC, items 4.a and 4.b):						
(1) Loans secured by real estate in domestic offices:						
(a) Construction, land development, and other land loans:						
(1) 1-4 family residential construction loans .....	BHDMK169	0				6.a.(1)(a)(1)
(2) Other construction loans and all land development and other land loans .....	BHDMK170	0				6.a.(1)(a)(2)
(b) Secured by farmland .....	BHDMK171	0				6.a.(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 .....	BHDMK172	0				6.a.(1)(c)(1)
(2) Closed-end loans secured by 1-4 family residential properties:						
(a) Secured by first liens .....	BHDMK173	0				6.a.(1)(c)(2)(a)
(b) Secured by junior liens .....	BHDMK174	0				6.a.(1)(c)(2)(b)
(d) Secured by multifamily (5 or more) residential properties .....	BHDMK175	0				6.a.(1)(d)
(e) Secured by nonfarm nonresidential properties:						
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHDMK176	0				6.a.(1)(e)(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHDMK177	0				6.a.(1)(e)(2)
(2) Loans to finance agricultural production and other loans to farmers .....	BHCKK178	0				6.a.(2)
(3) Commercial and industrial loans .....	BHCKK179	0				6.a.(3)
(4) Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):						
(a) Credit cards .....	BHCKK180	0				6.a.(4)(a)
(b) Automobile loans .....	BHCKK181	0				6.a.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and all revolving credit plans other than credit cards) .....	BHCKK182	0				6.a.(4)(c)
(5) All other loans and leases .....	BHCKK183	0				6.a.(5)
Itemize the categories of loans and leases (as defined in Schedule HC-C) included in item 6.a.(5) above that exceed 10% of total loans and leases covered by loss-sharing agreements with the FDIC (sum of items 6.a.(1) through (5)):						
(a) Loans to depository institutions and acceptances of other banks .....	BHCKK184	0				6.a.(5)(a)
(b) Loans to foreign governments and official institutions .....	BHCKK185	0				6.a.(5)(b)
(c) Other loans <sup>(1)</sup> .....	BHCKK186	0				6.a.(5)(c)
(d) Lease financing receivables .....	BHCKK273	0				6.a.(5)(d)
b. Other real estate owned (included in Schedule HC, item 7):						
(1) Construction, land development, and other land in domestic offices .....	BHDMK187	0				6.b.(1)
(2) Farmland in domestic offices .....	BHDMK188	0				6.b.(2)
(3) 1-4 family residential properties in domestic offices .....	BHDMK189	0				6.b.(3)
(4) Multifamily (5 or more) residential properties in domestic offices .....	BHDMK190	0				6.b.(4)
(5) Nonfarm nonresidential properties in domestic offices .....	BHDMK191	0				6.b.(5)
(6) In foreign offices .....	BHFNK260	0				6.b.(6)
(7) Portion of covered other real estate owned included in items 6.b.(1) through (6) above that is protected by FDIC loss-sharing agreements .....	BHCKK192	0				6.b.(7)

(1) Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S., "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

**Schedule HC-M—Continued**

Dollar Amounts in Thousands		Bil	Mil	Thou	
c. Debt securities (included in Schedule HC, items 2.a and 2.b) .....	BHCKJ461			0	6.c.
d. Other assets (exclude FDIC loss-sharing indemnification assets) .....	BHCKJ462			0	6.d.
<b>7. Captive insurance and reinsurance subsidiaries:</b>					
a. Total assets of captive insurance subsidiaries <sup>(1)</sup> .....	BHCKK193		311,000		7.a.
b. Total assets of captive reinsurance subsidiaries <sup>(1)</sup> .....	BHCKK194		7,723,000		7.b.

	Yes/No		
8. Has the holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no) .....	BHCKC251	NO	8.
9. Has the holding company restated its financial statements during the last quarter as a result of new or revised Statements of Financial Accounting Standards? (Enter "1" for yes; enter "0" for no) .....	BHCK6689	NO	9.
10. Not applicable			
11. Have all changes in investments and activities been reported to the Federal Reserve on the Report of Changes in Organizational Structure (FR Y-10)? Holding companies must not leave blank or enter "N/A". The holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this question is no, complete the FR Y-10. ....	BHCK6416	YES	11.

Shirley Wong

Name of Holding Company Official Verifying FR Y-10 Reporting (TEXT 6428)

347-648-1073

Area Code / Phone Number (TEXT 9009)

Dollar Amounts in Thousands		Bil	Mil	Thou	
<b>12. Intangible assets other than goodwill:</b>					
a. Mortgage servicing assets .....	BHCK3164		2,580,000		12.a.
(1) Estimated fair value of mortgage servicing assets .....	BHCK6438		2,580,000		12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets .....	BHCKB026		1,651,000		12.b.
c. All other identifiable intangible assets .....	BHCK5507		3,442,000		12.c.
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b) .....	BHCT0426		<b>7,673,000</b>		12.d.
13. Other real estate owned .....	BHCT2150		403,000		13.
<b>14. Other borrowed money:</b>					
a. Commercial paper .....	BHCK2309		17,897,000		14.a.
b. Other borrowed money with a remaining maturity of one year or less .....	BHCK2332		74,677,000		14.b.
c. Other borrowed money with a remaining maturity of more than one year .....	BHCK2333		157,698,000		14.c.
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16) .....	BHCT3190		<b>250,272,000</b>		14.d.

	Yes/No		
15. Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no) .....	BHCKB569	YES	15.

Dollar Amounts in Thousands		Bil	Mil	Thou	
16. Assets under management in proprietary mutual funds and annuities .....	BHCKB570		32,671,000		16.

(1) Report total assets before eliminating intercompany transactions between the consolidated insurance or reinsurance subsidiary and other offices or consolidated subsidiaries of the reporting holding company.

### Schedule HC-M—Continued

The following two questions (items 17 and 18) will be used to determine if the reporting holding company must complete the Consolidated Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). See the line item instructions for further details.

	Yes/No		
17. Does the 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 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) ..	BHCKC161	YES	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.

	Yes/No		
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% of the holding company's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "0" for no) .....	BHCKC159	YES	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 holding companies that are not required to file the FR Y-12.

	Yes/No		
19.			
a. Has the 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) .....	BHCKC700	N/A	19.a.
b. Does the holding company manage any nonfinancial equity investments for the benefit of others? (Enter "1" for yes; enter "0" for no) .....	BHCKC701	N/A	19.b.

	Bil   Mil   Thou			
<i>Memoranda items 20 and 21 are to be completed only by holding companies who have made an effective election to become a financial holding company. See the line item instructions for further details.</i>				
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 .....	BHCKC252	385,165,000		20.a.
b. Balances due from related institutions:				
(1) Due from the holding company (parent company only), gross .....	BHCK4832	219,000		20.b.(1)
(2) Due from the subsidiary banks of the holding company, gross .....	BHCK4833	15,871,000		20.b.(2)
(3) Due from nonbank subsidiaries of the holding company, gross .....	BHCK4834	61,310,000		20.b.(3)
c. Balances due to related institutions:				
(1) Due to holding company (parent company only), gross .....	BHCK5041	2,838,000		20.c.(1)
(2) Due to subsidiary banks of the holding company, gross .....	BHCK5043	27,513,000		20.c.(2)
(3) Due to nonbank subsidiaries of the holding company, gross .....	BHCK5045	103,631,000		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 .....	BHCK5047	13,011,000		20.d.



## Schedule HC-M—Continued

Dollar Amounts in Thousands		Bil	Mil	Thou
21. Net assets of subsidiaries engaged in insurance or reinsurance underwrit ing pursuant to Section 4(k)(4)(B) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act (12 U.S.C. § 1843(k)(4)(B)) <sup>(1)</sup> .....				
	BHCKC253	12,904,000		

21.

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

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

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

22.

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

Dollar Amounts in Thousands		Bil	Mil	Thou
23. Secured liabilities:				
a. Amount of "Federal funds purchased in domestic offices" that are secured (included in Schedule HC, item 14.a) .....	BHCKF064	0		
b. Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d) .....	BHCKF065	88,813,000		
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:				
a. Senior perpetual preferred stock or similar items .....	BHCKG234	0		
b. Warrants to purchase common stock or similar items .....	BHCKG235	0		

23.a.

23.b.

24.a.

24.b.

(1) A savings and loan holding company that wishes to engage in financial holding company activities must have an effective election to be treated as a financial holding company or conducts activities under section 10(c)(2)(H)(i) of the HOLA (12 U.S.C. 1467a(c)(2)(H)(i)).

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

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

Dollar Amounts in Thousands	(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	
1. Loans secured by real estate:				
a. Construction, land development, and other land loans in domestic offices:				
(1) 1-4 family residential construction loans .....	BHCKF172   0	BHCKF174   0	BHCKF176   8,000	1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHCKF173   0	BHCKF175   9,000	BHCKF177   21,000	1.a.(2)
b. Secured by farmland in domestic offices .....	BHCK3493   0	BHCK3494   0	BHCK3495   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 .....	BHCK5398   246,000	BHCK5399   1,000	BHCK5400   578,000	1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:				
(a) Secured by first liens .....	BHCKC236   3,278,000	BHCKC237   4,159,000	BHCKC229   4,404,000	1.c.(2)(a)
(b) Secured by junior liens .....	BHCKC238   161,000	BHCKC239   0	BHCKC230   826,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHCK3499   42,000	BHCK3500   36,000	BHCK3501   19,000	1.d.
e. Secured by nonfarm non-residential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHCKF178   6,000	BHCKF180   0	BHCKF182   60,000	1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHCKF179   0	BHCKF181   12,000	BHCKF183   74,000	1.e.(2)
f. In foreign offices .....	BHCKB572   432,000	BHCKB573   175,000	BHCKB574   1,096,000	1.f.

**Schedule HC-N—Continued**

Dollar Amounts in Thousands	(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	
2. Loans to depository institutions and acceptances of other banks:				
a. U.S. banks and other U.S. depository institutions .....	BHCK5377      0	BHCK5378      0	BHCK5379      0	2.a.
b. Foreign banks .....	BHCK5380      0	BHCK5381      0	BHCK5382      1,000	2.b.
3. Loans to finance agricultural production and other loans to farmers .....	BHCK1594      0	BHCK1597      1,000	BHCK1583      2,000	3.
4. Commercial and industrial loans .....	BHCK1606      274,000	BHCK1607      86,000	BHCK1608      1,558,000	4.
5. Loans to individuals for household, family, and other personal expenditures:				
a. Credit cards .....	BHCKB575      2,127,000	BHCKB576      1,609,000	BHCKB577      513,000	5.a.
b. Automobile loans .....	BHCKK213      4,000	BHCKK214      0	BHCKK215      1,000	5.b.
c. Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHCKK216      534,000	BHCKK217      49,000	BHCKK218      614,000	5.c.
6. Loans to foreign governments and official institutions .....	BHCK5389      0	BHCK5390      0	BHCK5391      110,000	6.
7. All other loans .....	BHCK5459      8,000	BHCK5460      7,000	BHCK5461      443,000	7.
8. Lease financing receivables:				
a. Leases to individuals for household, family, and other personal expenditures .....	BHCKF166      0	BHCKF167      0	BHCKF168      0	8.a.
b. All other leases .....	BHCKF169      2,000	BHCKF170      7,000	BHCKF171      195,000	8.b.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets) .....	BHCK3505      0	BHCK3506      625,000	BHCK3507      24,000	9.
10. TOTAL (sum of items 1 through 9) ...	BHCK5524 <b>7,114,000</b>	BHCK5525 <b>6,776,000</b>	BHCK5526 <b>10,547,000</b>	10.

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.

Dollar Amounts in Thousands	(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	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government (excluding loans and leases covered by loss-sharing agreements with the FDIC) .....				
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above ..	BHCKK036      1,279,000	BHCKK037      4,164,000	BHCKK038      98,000	11.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above .....	BHCKK039      18,000	BHCKK040      38,000	BHCKK041      9,000	11.a.
	BHCKK042      1,257,000	BHCKK043      4,124,000	BHCKK044      87,000	11.b.

### Schedule HC-N—Continued

Dollar Amounts in Thousands	(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	
12. Loans and leases reported in items 1 through 8 above which are covered by loss-sharing agreements with the FDIC:				
a. Loans secured by real estate in domestic offices:				
(1) Construction, land development, and other land loans:				
(a) 1-4 family residential construction loans .....	BHDMK045   0	BHDMK046   0	BHDMK047   0	12.a.(1)(a)
(b) Other construction loans and all land development and other land loans .....	BHDMK048   0	BHDMK049   0	BHDMK050   0	12.a.(1)(b)
(2) Secured by farmland .....	BHDMK051   0	BHDMK052   0	BHDMK053   0	12.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 .....	BHDMK054   0	BHDMK055   0	BHDMK056   0	12.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:				
(1) Secured by first liens .....	BHDMK057   0	BHDMK058   0	BHDMK059   0	12.a.(3)(b)(1)
(2) Secured by junior liens .....	BHDMK060   0	BHDMK061   0	BHDMK062   0	12.a.(3)(b)(2)
(4) Secured by multifamily (5 or more) residential properties .....	BHDMK063   0	BHDMK064   0	BHDMK065   0	12.a.(4)
(5) Secured by nonfarm nonresidential properties:				
(a) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHDMK066   0	BHDMK067   0	BHDMK068   0	12.a.(5)(a)
(b) Loans secured by other nonfarm nonresidential properties .....	BHDMK069   0	BHDMK070   0	BHDMK071   0	12.a.(5)(b)
b. Loans to finance agricultural production and other loans to farmers .....	BHCKK072   0	BHCKK073   0	BHCKK074   0	12.b.
c. Commercial and industrial loans .....	BHCKK075   0	BHCKK076   0	BHCKK077   0	12.c.
d. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):				
(1) Credit cards .....	BHCKK078   0	BHCKK079   0	BHCKK080   0	12.d.(1)
(2) Automobile loans .....	BHCKK081   0	BHCKK082   0	BHCKK083   0	12.d.(2)
(3) Other consumer loans .....	BHCKK084   0	BHCKK085   0	BHCKK086   0	12.d.(3)
e. All other loans and leases .....	BHCKK087   0	BHCKK088   0	BHCKK089   0	12.e.

**Schedule HC-N—Continued**

Dollar Amounts in Thousands	(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	
<i>Itemize the past due and nonaccrual amounts included in item 12.e. above for the loan and lease categories reported in Schedule HC-M, items 6.a.(5)(a) through (d):</i>				
(1) Loans to depository institutions and acceptances of other banks .	BHCKK091   0	BHCKK092   0	BHCKK093   0	12.e.(1)
(2) Loans to foreign governments and official institutions .....	BHCKK095   0	BHCKK096   0	BHCKK097   0	12.e.(2)
(3) Other loans (1) .....	BHCKK099   0	BHCKK100   0	BHCKK101   0	12.e.(3)
(4) Lease financing receivables .....	BHCKK269   0	BHCKK271   0	BHCKK272   0	12.e.(4)
f. Portion of covered loans and leases included in items 12.a through 12.e above that is protected by FDIC loss-sharing agreements .....	BHCKK102   0	BHCKK103   0	BHCKK104   0	12.f.

(1) Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S.," "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

### Schedule HC-N—Continued

**Memoranda**

Dollar Amounts in Thousands	(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	
1. Loans restructured in troubled debt restructurings included in Schedule HC-N, items 1 through 7, above (and not reported in Schedule HC-C, Memorandum item 1):				
a. Construction, land development, and other land loans in domestic offices:				
(1) 1-4 family residential construction loans .....	BHDMMK105   0	BHDMMK106   0	BHDMMK107   0	M.1.a.(1)
(2) Other construction loans and all land development and other land loans .....	BHDMMK108   0	BHDMMK109   0	BHDMMK110   3,000	M.1.a.(2)
b. Loans secured by 1-4 family residential properties in domestic offices .....	BHCKF661   1,934,000	BHCKF662   2,222,000	BHCKF663   3,194,000	M.1.b.
c. Secured by multifamily (5 or more) residential properties in domestic offices .....	BHDMMK111   0	BHDMMK112   0	BHDMMK113   14,000	M.1.c.
d. Secured by nonfarm nonresidential properties in domestic offices:				
(1) Loans secured by owner-occupied nonfarm nonresidential properties .....	BHDMMK114   0	BHDMMK115   0	BHDMMK116   9,000	M.1.d.(1)
(2) Loans secured by other nonfarm nonresidential properties .....	BHDMMK117   0	BHDMMK118   0	BHDMMK119   6,000	M.1.d.(2)
e. Commercial and industrial loans:				
(1) To U.S. addresses (domicile) .....	BHCKK120   0	BHCKK121   0	BHCKK122   84,000	M.1.e.(1)
(2) To non-U.S. addressees (domicile) .....	BHCKK123   1,000	BHCKK124   0	BHCKK125   67,000	M.1.e.(2)
f. All other loans ( <i>include</i> loans to individuals for household, family, and other personal expenditures) .....	BHCKK126   252,000	BHCKK127   36,000	BHCKK128   411,000	M.1.f.

### Schedule HC-N—Continued

#### Memoranda—Continued

Dollar Amounts in Thousands	(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	
<i>Itemize loan categories included in Memorandum item 1.f. above that exceed 10% of total loans restructured in troubled debt restructurings that are past due 30 days or more or in nonaccrual status (sum of Memorandum items 1.a through 1.f, columns A through C):</i>				
(1) Loans secured by farmland in domestic offices .....	BHDMK130   0	BHDMK131   0	BHDMK132   0	M.1.f.(1)
(2) Loans to depository institutions and acceptances of other banks .....	BHCKK134   0	BHCKK135   0	BHCKK136   0	M.1.f.(2)
(3) Loans to finance agricultural production and other loans to farmers .....	BHCKK138   0	BHCKK139   0	BHCKK140   0	M.1.f.(3)
(4) Loans to individuals for household, family, and other personal expenditures:				
(a) Credit cards .....	BHCKK274   0	BHCKK275   0	BHCKK276   0	M.1.f.(4)(a)
(b) Automobile loans .....	BHCKK277   0	BHCKK278   0	BHCKK279   0	M.1.f.(4)(b)
(c) Other consumer loans (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .....	BHCKK280   0	BHCKK281   0	BHCKK282   0	M.1.f.(4)(c)
(5) Loans to foreign governments and official institutions .....	BHCKK283   0	BHCKK284   0	BHCKK285   0	M.1.f.(5)
(6) Other loans <sup>(1)</sup> .....	BHCKK286   0	BHCKK287   0	BHCKK288   0	M.1.f.(6)
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 .....	BHCK6558   0	BHCK6559   0	BHCK6560   287,000	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 .....	BHCK3508   1,620,000	BHCK1912   435,000	BHCK1913   3,641,000	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 .....	BHCKC240   63,000	BHCKC241   0	BHCKC226   396,000	M.5.a.
b. Loans measured at fair value:				
(1) Fair value .....	BHCKF664   52,000	BHCKF665   0	BHCKF666   133,000	M.5.b.(1)
(2) Unpaid principal balance .....	BHCKF667   78,000	BHCKF668   0	BHCKF669   202,000	M.5.b.(2)

(1) Includes "Obligations (other than securities and leases) of states and political subdivisions in the U.S., "Loans to nondepository financial institutions and other loans," and loans secured by real estate in foreign offices.

### Schedule HC-N—Continued

#### Memoranda—Continued

Items 6 is to be reported only by 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).

Dollar Amounts in Thousands	Bil   Mil   Thou		Bil   Mil   Thou		
6. Derivative contracts:					
Fair value of amounts carried as assets .....	BHCK3529	0	BHCK3530	0	M.6.

Dollar Amounts in Thousands		Bil   Mil   Thou	
7. Additions to nonaccrual assets during the quarter .....	BHCKC410	2,156,000	M.7.
8. Nonaccrual assets sold during the quarter .....	BHCKC411	190,000	M.8.

Dollar Amounts in Thousands	(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		
9. Purchased credit-impaired loans accounted for in accordance with FASB ASC 310-30 (former AICPA Statement of Position 03-3):							
a. Outstanding balance .....	BHCKL183	96,000	BHCKL184	132,000	BHCKL185	763,000	M.9.a.
b. Carrying amount included in Schedule HC-N, items 1 through 7, above .....	BHCKL186	54,000	BHCKL187	74,000	BHCKL188	562,000	M.9.b.



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

Schedule HC-P is to be completed by (1) all holding companies with \$1 billion or more in total assets<sup>1</sup> and (2) 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 or trading in domestic offices exceed \$10 million for two consecutive quarters.

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: (2)					
a. Closed-end first liens .....	BHCKF066	8,892,000			1.a.
b. Closed-end junior liens .....	BHCKF067	0			1.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF670	0			1.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF671	0			1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale:					
a. Closed-end first liens .....	BHCKF068	3,770,000			2.a.
b. Closed-end junior liens .....	BHCKF069	10,000			2.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF672	0			2.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF673	0			2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:					
a. Closed-end first liens .....	BHCKF070	17,109,000			3.a.
b. Closed-end junior liens .....	BHCKF071	176,000			3.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF674	0			3.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF675	0			3.c.(2)
4. 1-4 family residential mortgages held for sale or trading at quarter-end (included in Schedule HC, items 4.a and 5):					
a. Closed-end first liens .....	BHCKF072	5,838,000			4.a.
b. Closed-end junior liens .....	BHCKF073	9,000			4.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF676	4,000			4.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF677	60,000			4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.c, 5.f, 5.g, and 5.i)					
a. Closed-end 1-4 family residential mortgage loans .....	BHCKF184	113,000			5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit .....	BHDMF560	0			5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:					
a. Closed-end first liens .....	BHDMF678	74,000			6.a.
b. Closed-end junior liens .....	BHDMF679	0			6.b.
c. Open-end loans extended under lines of credit:					
(1) Total commitment under the lines of credit .....	BHDMF680	0			6.c.(1)
(2) Principal amount funded under the lines of credit .....	BHDMF681	0			6.c.(2)
7. Representation and warranty reserves for 1-4 family residential mortgage loans sold:					
a. For representations and warranties made to U.S. government agencies and government-sponsored agencies .....	BHCKL191	280,000			7.a.
b. For representations and warranties made to other parties .....	BHCKL192	65,000			7.b.
c. Total representation and warranty reserves (sum of items 7.a and 7.b) .....	BHCKM288	N/A			7.c.

(1) The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2012.  
 (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 holding companies.

Dollar Amounts in Thousands		(Column A) Total Fair Value Reported on Schedule HC	(Column B) LESS: Amounts Netted in the Determination of Total Fair Value	(Column C) Level 1 Fair Value Measurements	(Column D) Level 2 Fair Value Measurements	(Column E) Level 3 Fair Value Measurements	
<b>Assets</b>							
1. Available-for-sale securities .....		BHCY 1773	BHCKG474	BHCKG475	BHCKG476	BHCKG477	
	279,877,000	0	101,359,000	174,215,000	4,303,000		1.
2. Federal funds sold and securities purchased under agreements to resell .....		BHCKG478	BHCKG479	BHCKG480	BHCKG481	BHCKG482	
	175,015,000	57,053,000	0	228,301,000	3,767,000		2.
3. Loans and leases held for sale .....		BHCKG483	BHCKG484	BHCKG485	BHCKG486	BHCKG487	
	3,426,000	0	0	3,426,000	0		3.
4. Loans and leases held for investment .....		BHCKG488	BHCKG489	BHCKG490	BHCKG491	BHCKG492	
	5,198,000	0	0	865,000	4,333,000		4.
5. Trading assets:							
a. Derivative assets .....		BHCT3543	BHCKG493	BHCKG494	BHCKG495	BHCKG496	
	51,749,000	790,341,000	6,760,000	825,365,000	9,965,000		5.a.
b. Other trading assets .....		BHCKG497	BHCKG498	BHCKG499	BHCKG500	BHCKG501	
	239,973,000	0	120,162,000	106,095,000	13,716,000		5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above) .....		BHCKF240	BHCKF684	BHCKF692	BHCKF241	BHCKF242	
	0	0	0	0	0		5.b.(1)
6. All other assets .....		BHCKG391	BHCKG392	BHCKG395	BHCKG396	BHCKG804	
	13,273,000	3,384,000	0	8,705,000	7,952,000		6.
7. Total assets measured at fair value on a recurring basis .....		BHCKG502	BHCKG503	BHCKG504	BHCKG505	BHCKG506	
	<b>768,511,000</b>	<b>850,778,000</b>	<b>228,281,000</b>	<b>1,346,972,000</b>	<b>44,036,000</b>		7.

**Schedule HC-Q—Continued**

	(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	
Dollar Amounts in Thousands						
<b>Liabilities</b>						
8. Deposits .....	BHCKF252 1,647,000	BHCKF686 0	BHCKF694 0	BHCKF253 779,000	BHCKF254 868,000	8.
9. Federal funds purchased and securities sold under agreements to repurchase .....	BHCKG507 119,427,000	BHCKG508 57,053,000	BHCKG509 0	BHCKG510 175,585,000	BHCKG511 895,000	9.
10. Trading liabilities:						
a. Derivative liabilities .....	BHCT3547 50,143,000	BHCKG512 791,927,000	BHCKG513 6,369,000	BHCKG514 825,031,000	BHCKG515 10,670,000	10.a.
b. Other trading liabilities .....	BHCKG516 71,905,000	BHCKG517 0	BHCKG518 61,123,000	BHCKG519 10,306,000	BHCKG520 476,000	10.b.
11. Other borrowed money .....	BHCKG521 31,119,000	BHCKG522 0	BHCKG523 0	BHCKG524 23,507,000	BHCKG525 7,612,000	11.
12. Subordinated notes and debentures .....	BHCKG526 0	BHCKG527 0	BHCKG528 0	BHCKG529 0	BHCKG530 0	12.
13. All other liabilities .....	BHCKG805 2,425,000	BHCKG806 0	BHCKG807 0	BHCKG808 2,408,000	BHCKG809 17,000	13.
14. Total liabilities measured at fair value on a recurring basis .....	<b>BHCKG531 276,666,000</b>	<b>BHCKG532 848,980,000</b>	<b>BHCKG533 67,492,000</b>	<b>BHCKG534 1,037,616,000</b>	<b>BHCKG535 20,538,000</b>	14.

## Schedule HC-Q—Continued

### Memoranda

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	
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 .....	BHCKG536	BHCKG537	BHCKG538	BHCKG539	BHCKG540	M.1.a.
	2,580,000	0	0	0	2,580,000	
b. Nontrading derivative assets .....	BHCKG541	BHCKG542	BHCKG543	BHCKG544	BHCKG545	M.1.b.
	1,389,000	3,384,000	0	4,503,000	270,000	
c. <input type="text" value="BHTXG546"/>	BHCKG546	BHCKG547	BHCKG548	BHCKG549	BHCKG550	M.1.c.
		0	0	0	0	
d. <input type="text" value="BHTXG551"/>	BHCKG551	BHCKG552	BHCKG553	BHCKG554	BHCKG555	M.1.d.
		0	0	0	0	
e. <input type="text" value="BHTXG556"/>	BHCKG556	BHCKG557	BHCKG558	BHCKG559	BHCKG560	M.1.e.
		0	0	0	0	
f. <input type="text" value="BHTXG561"/>	BHCKG561	BHCKG562	BHCKG563	BHCKG564	BHCKG565	M.1.f.
		0	0	0	0	
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) .....	BHCKF261	BHCKF689	BHCKF697	BHCKF262	BHCKF263	M.2.a.
	0	0	0	0	0	
b. Nontrading derivative liabilities .....	BHCKG566	BHCKG567	BHCKG568	BHCKG569	BHCKG570	M.2.b.
	2,149,000	0	0	2,132,000	17,000	
c. <input type="text" value="BHTXG571"/>	BHCKG571	BHCKG572	BHCKG573	BHCKG574	BHCKG575	M.2.c.
		0	0	0	0	
d. <input type="text" value="BHTXG576"/>	BHCKG576	BHCKG577	BHCKG578	BHCKG579	BHCKG580	M.2.d.
		0	0	0	0	
e. <input type="text" value="BHTXG581"/>	BHCKG581	BHCKG582	BHCKG583	BHCKG584	BHCKG585	M.2.e.
		0	0	0	0	
f. <input type="text" value="BHTXG586"/>	BHCKG586	BHCKG587	BHCKG588	BHCKG589	BHCKG590	M.2.f.
		0	0	0	0	

# Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

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Dollar Amounts in Thousands

		Bil	Mil	Thou	
<b>Tier 1 Capital</b>					
1. Total bank holding company equity capital (from Schedule HC, item 27.a) .....	BHCKX3210	200,846,000			1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities (if a gain, report as a positive value; if a loss, report as a negative value) <sup>(1)</sup> .....	BHCK8434	(1,356,000)			2.
3. LESS: Net unrealized loss on available-for-sale equity securities (report loss as a positive value) <sup>(1)</sup> .....	BHCKA221	0			3.
4. LESS: Accumulated net gains (losses) on cash flow hedges <sup>(1)</sup> and amounts recorded in AOCI resulting from the initial and subsequent application of FASB ASC 715-20 (former FASB statement No. 158) to defined benefit postretirement plans (if a gain, report as a positive value; if a loss, report as a negative value) .....	BHCK4336	(5,658,000)			4.
5. LESS: Nonqualifying perpetual preferred stock .....	BHCKB588	0			5.
6.					
a. Qualifying Class A noncontrolling (minority) interests in consolidated subsidiaries .....	BHCKG214	714,000			6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) <sup>(2)</sup> .....	BHCKG215	4,353,000			6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies .....	BHCKG216	0			6.c.
7.					
a. LESS: Disallowed goodwill and other disallowed intangible assets .....	BHCKB590	26,794,000			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 creditworthiness (if a net gain, report as a positive value; if a net loss, report as a negative value) .....	BHCKF264	(138,000)			7.b.
8. Subtotal (sum of items 1 and 6.a., 6.b., and 6.c., less items 2, 3, 4, 5, 7.a and 7.b) .....	BHCKC227	186,271,000			8.
9.					
a. LESS: Disallowed servicing assets and purchased credit card relationships .....	BHCKB591	258,000			9.a.
b. LESS: Disallowed deferred tax assets .....	BHCK5610	39,810,000			9.b.
10. Other additions to (deductions from) Tier 1 capital .....	BHCKB592	(412,000)			10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	BHCK8274	145,791,000			11.
<b>Tier 2 Capital</b>					
12. Qualifying subordinated debt, redeemable preferred stock, and restricted core capital elements (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c. <sup>(2)</sup> .....	BHCKG217	19,070,000			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 .....	BHCKG218	0			13.
14. Allowance for loan and lease losses includible in Tier 2 capital .....	BHCK5310	13,510,000			14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	BHCK2221	1,000			15.
16. Other Tier 2 capital components .....	BHCKB594	0			16.
17. Tier 2 capital (sum of items 12 through 16) .....	BHCK5311	32,581,000			17.
18. Allowable Tier 2 capital (lesser of item 11 or 17) .....	BHCK8275	32,581,000			18.
19. <b>Not applicable</b>					
20. LESS: Deductions for total risk-based capital .....	BHCKB595	0			20.
21. Total risk-based capital (sum of items 11 and 18, less item 20) .....	BHCK3792	178,372,000			21.
<b>Total Assets for Leverage Ratio</b>					
22. Average total assets (from Schedule HC-K, item 5) .....	BHCT3368	1,860,104,000			22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) .....	BHCTB590	26,794,000			23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	BHCTB591	258,000			24.
25. LESS: Disallowed deferred tax assets (from item 9.b above) .....	BHCT5610	39,810,000			25.
26. LESS: Other deductions from assets for leverage capital purposes .....	BHCKB596	783,000			26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	BHCKA224	1,792,459,000			27.

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

(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

		Percentage	
<b>Capital Ratios</b>			
31. Tier 1 leverage ratio (item 11 divided by item 27) .....	BHCK7204	<b>8.13</b>	31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	BHCK7206	<b>13.61</b>	32.
33. Total risk-based capital ratio (item 21 divided by item 62) .....	BHCK7205	<b>16.65</b>	33.

### 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).

Dollar Amounts in Thousands		(Column A) Totals (from Schedule HC)	(Column B) Items Not Subject to Risk- Weighting	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
			BHCE	BHC0	BHC2	BHC5	BHC9	
<b>Balance Sheet Asset Categories</b>								
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)).	205,551,000	0	167,235,000	34,751,000		3,565,000	34.
35.	Held-to-maturity securities	<b>10,808,000</b>	(1,341,000)	5,228,000	957,000	1,523,000	4,441,000	35.
36.	Available-for-sale securities	<b>279,877,000</b>	(1,124,000)	148,336,000	105,098,000	12,658,000	14,909,000	36.
37.	Federal funds sold and securities purchased under agreements to resell	273,679,000		211,818,000	42,350,000		19,511,000	37.
38.	Loans and leases held for sale	<b>7,646,000</b>	0	488,000	425,000	3,329,000	3,404,000	38.
39.	Loans and leases, net of unearned income	<b>665,706,000</b>	(1,302,000)	31,646,000	53,663,000	114,090,000	467,609,000	39.
40.	LESS: Allowance for loan and lease losses	20,964,000	20,964,000					40.
41.	Trading assets	<b>291,722,000</b>	266,434,000	7,532,000	10,837,000	258,000	6,661,000	41.
42.	All other assets <sup>(1)</sup>	185,486,000	69,474,700	7,707,000	17,751,000	1,711,000	88,842,300	42.
43.	<b>Total assets (sum of items 34 through 42)</b>	<b>1,899,511,000</b>	<b>311,177,700</b>	<b>579,990,000</b>	<b>265,832,000</b>	<b>133,569,000</b>	<b>608,942,300</b>	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**

Dollar Amounts in Thousands							
(Column A) Face Value or Notional Amount	Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
<b>Derivatives and Off-Balance Sheet Items</b>		BHCE	BHC0	BHC2	BHC5	BHC9	
44. Financial standby letters of credit	BHCKB546	1.00 or 12.5 (2)	BHCEB546	BHC0B546	BHC2B546	BHC5B546	BHC9B546
	97,814,000	1.000000	97,814,000	12,325,000	22,937,000	3,407,000	59,145,000
45. Performance standby letters of credit	BHCT6570		BHCE6570	BHC06570	BHC26570	BHC56570	BHC96570
	12,150,000	.50	6,075,000	306,000	766,000	0	5,003,000
46. Commercial and similar letters of credit	BHCT3411		BHCE3411	BHC03411	BHC23411	BHC53411	BHC93411
	7,842,000	.20	1,568,400	33,000	506,000	0	1,029,400
47. Risk participations in bankers acceptances acquired by the reporting institution	BHCK3429		BHCE3429	BHC03429	BHC23429		BHC93429
	0	1.00	0	0	0		0
48. Securities lent	BHCT3433		BHCE3433	BHC03433	BHC23433	BHC53433	BHC93433
	66,721,000	1.00	66,721,000	61,125,000	2,796,000	0	2,800,000
49. Retained recourse on small business obligations sold with recourse	BHCTA250		BHCEA250	BHC0A250	BHC2A250	BHC5A250	BHC9A250
	0	1.00	0	0	0	0	0
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement	BHCKB541	12.5(3)	BHCEB541				BHC9B541
	95,000	7.168421	681,000				681,000
51. All other financial assets sold with recourse	BHCKB675		BHCEB675	BHC0B675	BHC2B675	BHC5B675	BHC9B675
	4,005,000	1.00	4,005,000	0	0	670,000	3,335,000
52. All other off-balance sheet liabilities	BHCKB681		BHCEB681	BHC0B681	BHC2B681	BHC5B681	BHC9B681
	6,315,000	1.00	6,315,000	0	966,000	282,000	5,067,000
53. Unused commitments:							
a. With an original maturity exceeding one year	BHCK6572		BHCE6572	BHC06572	BHC26572	BHC56572	BHC96572
	174,309,000	.50	87,154,500	1,603,500	6,858,000	1,222,000	77,471,000
b. With an original maturity of one year or less to asset-backed commercial paper conduits	BHCKG591		BHCEG591	BHC0G591	BHC2G591	BHC5G591	BHC9G591
	4,178,000	.10	417,800	0	74,000	343,800	0
54. Derivative contracts			BHCEA167	BHC0A167	BHC2A167	BHC5A167	
			202,406,000	16,815,000	105,177,000	80,414,000	

(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 of 1.00. See instructions for further information.

(3) Or institution-specific factor.



**Schedule HC-R—Continued**

Dollar Amounts in Thousands					
	(Column C) Allocation by Risk Weight Category 0%	(Column D) Allocation by Risk Weight Category 20%	(Column E) Allocation by Risk Weight Category 50%	(Column F) Allocation by Risk Weight Category 100%	
<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) .....	BHCKB696	BHCKB697	BHCKB698	BHCKB699	
	<b>672,197,500</b>	<b>405,912,000</b>	<b>219,907,800</b>	<b>763,473,700</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) .....	BHCKB700	BHCKB701	BHCKB702	BHCKB703	
	<b>0</b>	<b>81,182,400</b>	<b>109,953,900</b>	<b>763,473,700</b>	57.
58. Market risk equivalent assets .....				BHCK1651	
				125,529,000	58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58) .....				BHCKB704	
				<b>1,080,139,000</b>	59.
60. LESS: Excess allowance for loan and lease losses .....				BHCKA222	
				8,650,000	60.
61. LESS: Allocated transfer risk reserve .....				BHCK3128	
				0	61.
62. Total risk-weighted assets (item 59 minus items 60 and 61) .....				BHCKA223	
				<b>1,071,489,000</b>	62.

**Schedule HC-R—Continued**

**Memoranda**

		Dollar Amounts in Thousands				Bil   Mil   Thou			
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards .....		BHCK8764				53,870,000			M.1.
		(Column A) With a remaining maturity of one year or less		(Column B) With a remaining maturity of over one year through five years		(Column C) With a remaining maturity of over five years			
Dollar Amounts in Thousands									
2. Notional principal amounts of derivative contracts: (1)									
a. Interest rate contracts .....	BHCK3809	30,630,260,000	BHCK8766	6,103,625,000	BHCK8767	3,731,880,000	M.2.a.		
b. Foreign exchange contracts .....	BHCK3812	5,368,375,000	BHCK8769	373,417,000	BHCK8770	112,367,000	M.2.b.		
c. Gold contracts .....	BHCK8771	15,494,000	BHCK8772	756,000	BHCK8773	13,000	M.2.c.		
d. Other precious metals contracts .....	BHCK8774	2,885,000	BHCK8775	781,000	BHCK8776	0	M.2.d.		
e. Other commodity contracts .....	BHCK8777	56,439,000	BHCK8778	33,514,000	BHCK8779	5,382,000	M.2.e.		
f. Equity derivative contracts .....	BHCKA000	130,084,000	BHCKA001	66,753,000	BHCKA002	19,168,000	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 .....	BHCKG597	149,855,000	BHCKG598	448,782,000	BHCKG599	60,677,000	M.2.g.(1)		
(2) Subinvestment grade .....	BHCKG600	95,909,000	BHCKG601	581,868,000	BHCKG602	47,369,000	M.2.g.(2)		
		Dollar Amounts in Thousands				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) .....	BHCK5479		5,184,000					M.3.a.	
b. Not applicable									
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities)(included in Schedule HC, item 27.b) .....	BHCKC498		0					M.3.c.	
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b) .....	BHCKA507		0					M.3.d.	
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c) .....	BHCK2771		0					M.4.	
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):									
a. In the form of perpetual preferred stock .....	BHCK5483		0					M.5.a.	
b. In the form of common stock .....	BHCK5484		1,472,000					M.5.b.	

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

## Schedule HC-R—Continued

### Memoranda—Continued

Dollar Amounts in Thousands			Bil	Mil	Thou	
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58) .....	BHCKF031	70,100,000				M.6.
7. Not applicable						
8. Restricted core capital elements included in Tier 1 capital:						
a. Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	BHCKG219	0				M.8.a.
b. Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b) .....	BHCKG220	132,000				M.8.b.
c. Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a) .....	BHCK5990	0				M.8.c.
d. Qualifying trust preferred securities (included in Schedule HC, item 19.b) <sup>(2)</sup> .....	BHCKC502	4,221,000				M.8.d.
9. Goodwill net of any associated deferred tax liability .....	BHCKG221	23,527,000				M.9.
		Percentage				
10. Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability) .....	BHCKG222	2.30				M.10.

(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**

For Federal Reserve Bank Use Only  
C.I. \_\_\_\_\_

Dollar Amounts in Thousands	(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	
<b>Securitization Activities</b>								
1. Outstanding principal balance of assets sold and securitized w ith servicing retained or w ith recourse or other seller-provided credit enhancements .....	BHCKB705 25,318,000	BHCKB706 1,607,000	BHCKB707 481,000	BHCKB708 0	BHCKB709 0	BHCKB710 6,000	BHCKB711 12,515,000	1.
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:								
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F) .....	BHCKB712 0	BHCKB713 0	BHCKB714 0	BHCKB715 0	BHCKB716 0	BHCKB717 0	BHCKB718 1,000	2.a.
b. Subordinated securities and other residual interests .....	BHCKC393 5,000	BHCKC394 4,000	BHCKC395 0	BHCKC396 0	BHCKC397 0	BHCKC398 0	BHCKC399 400,000	2.b.
c. Standby letters of credit and other enhancements .....	BHCKC400 760,000	BHCKC401 0	BHCKC402 0	BHCKC403 0	BHCKC404 0	BHCKC405 0	BHCKC406 0	2.c.
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1 .....	BHCKB726 0	BHCKB727 0	BHCKB728 0	BHCKB729 0	BHCKB730 0	BHCKB731 0	BHCKB732 0	3.
4. Past due loan amounts included in item 1:								
a. 30-89 days past due .....	BHCKB733 2,245,000	BHCKB734 0	BHCKB735 11,000	BHCKB736 0	BHCKB737 0	BHCKB738 0	BHCKB739 0	4.a.
b. 90 days or more past due .....	BHCKB740 1,443,000	BHCKB741 0	BHCKB742 10,000	BHCKB743 0	BHCKB744 0	BHCKB745 0	BHCKB746 0	4.b.
5. Charge-offs and recoveries on assets sold and securitized w ith servicing retained or w ith recourse or other seller-provided credit enhancements (calendar year-to-date)								
a. Charge-offs .....	BHCKB747 135,000	BHCKB748 0	BHCKB749 46,000	BHCKB750 0	BHCKB751 0	BHCKB752 0	BHCKB753 0	5.a.
b. Recoveries .....	BHCKB754 0	BHCKB755 0	BHCKB756 10,000	BHCKB757 0	BHCKB758 0	BHCKB759 0	BHCKB760 0	5.b.

**Schedule HC-S—Continued**

	(Column A) 1-4 Family Residential Loans	(Column B) Home Equity Lines	(Column C) Credit Card Receivables	(Column D) Auto Loans	(Column E) Other Consumer Loans	(Column F) Commercial and Industrial Loans	(Column G) All Other Loans, All Leases, and All Other Assets	
Dollar Amounts in Thousands								
6. Amount of ownership (or seller's) interests carried as:								
a. Securities (included in HC-B) .....		BHCKB761 0	BHCKB762 0			BHCKB763 0	6.a.	
b. Loans (included in HC-C) .....		BHCKB500 0	BHCKB501 0			BHCKB502 0	6.b.	
7. Past due loan amounts included in interests reported in item 6.a:								
a. 30-89 days past due .....		BHCKB764 0	BHCKB765 0			BHCKB766 0	7.a.	
b. 90 days or more past due .....		BHCKB767 0	BHCKB768 0			BHCKB769 0	7.b.	
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date)								
a. Charge-offs .....		BHCKB770 0	BHCKB771 0			BHCKB772 0	8.a.	
b. Recoveries .....		BHCKB773 0	BHCKB774 0			BHCKB775 0	8.b.	
<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 .....	BHCKB776 106,000	BHCKB777 75,000	BHCKB778 1,000	BHCKB779 130,000	BHCKB780 109,000	BHCKB781 0	BHCKB782 2,217,000	9.
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures .....	BHCKB783 0	BHCKB784 0	BHCKB785 0	BHCKB786 0	BHCKB787 0	BHCKB788 0	BHCKB789 0	10.
<b>Asset Sales</b>								
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized .....	BHCKB790 131,000	BHCKB791 0	BHCKB792 0	BHCKB793 0	BHCKB794 778,000	BHCKB795 0	BHCKB796 587,000	11.
12. Maximum amount of credit exposure arising from recourse or other seller provided credit enhancements provided to assets reported in item 11 .....	BHCKB797 130,000	BHCKB798 0	BHCKB799 0	BHCKB800 0	BHCKB801 139,000	BHCKB802 0	BHCKB803 22,000	12.

## Schedule HC-S—Continued

### Memoranda

Dollar Amounts in Thousands		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 .....	BHCKA249		0		M.1.a.
b. Amount of retained recourse on these obligations as of the report date .....	BHCKA250		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 .....	BHCKB804		254,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements .....	BHCKB805		290,430,000		M.2.b.
c. Other financial assets <sup>(1)</sup> .....	BHCKA591		8,045,000		M.2.c.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans) ..	BHCKF699		7,243,000		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 holding company .....	BHCKB806		1,949,000		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions .....	BHCKB807		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 holding company .....	BHCKB808		149,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions .....	BHCKB809		4,178,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) <sup>(2)</sup> .....	BHCKC407		7,000		M.4.

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

(2) Memorandum item 4 is to be completed by (1) 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) holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

### Schedule HC-V—Variable Interest Entities

Dollar Amounts in Thousands	(Column A) Securitization Vehicles	(Column B) ABCP Conduits	(Column C) Other VIEs	
1. Assets of consolidated variable interest entities (VIEs) that can be used only to settle obligations of consolidated VIEs:				
a. Cash and balances due from depository institutions .....	BHCKJ981 271,000	BHCKJ982 18,000	BHCKJ983 201,000	1.a.
b. Held-to-maturity securities .....	BHCKJ984 0	BHCKJ985 0	BHCKJ986 38,000	1.b.
c. Available-for-sale securities .....	BHCKJ987 1,312,000	BHCKJ988 366,000	BHCKJ989 6,685,000	1.c.
d. Securities purchased under agreements to resell .....	BHCKJ990 0	BHCKJ991 0	BHCKJ992 0	1.d.
e. Loans and leases held for sale .....	BHCKJ993 56,000	BHCKJ994 488,000	BHCKJ995 0	1.e.
f. Loans and leases, net of unearned income .....	BHCKJ996 61,783,000	BHCKJ997 26,824,000	BHCKJ998 1,449,000	1.f.
g. Less: Allowance for loan and lease losses .....	BHCKJ999 3,388,000	BHCKK001 0	BHCKK002 200,000	1.g.
h. Trading assets (other than derivatives) .....	BHCKK003 0	BHCKK004 0	BHCKK005 776,000	1.h.
i. Derivative trading assets .....	BHCKK006 115,000	BHCKK007 0	BHCKK008 20,000	1.i.
j. Other real estate owned .....	BHCKK009 2,000	BHCKK010 0	BHCKK011 35,000	1.j.
k. Other assets .....	BHCKK012 152,000	BHCKK013 67,000	BHCKK014 3,064,000	1.k.
2. Liabilities of consolidated VIEs for which creditors do not have recourse to the general credit of the reporting holding company:				
a. Securities sold under agreements to repurchase .....	BHCKK015 0	BHCKK016 0	BHCKK017 28,000	2.a.
b. Derivative trading liabilities .....	BHCKK018 0	BHCKK019 0	BHCKK020 12,000	2.b.
c. Commercial paper .....	BHCKK021 0	BHCKK022 15,632,000	BHCKK023 0	2.c.
d. Other borrowed money (exclude commercial paper) .....	BHCKK024 31,380,000	BHCKK025 0	BHCKK026 6,389,000	2.d.
e. Other liabilities .....	BHCKK027 246,000	BHCKK028 31,000	BHCKK029 873,000	2.e.
3. All other assets of consolidated VIEs (not included in items 1.a through 1.k above) .....	BHCKK030 0	BHCKK031 0	BHCKK032 0	3.
4. All other liabilities of consolidated VIEs (not included in items 2.a through 2.e above) .....	BHCKK033 0	BHCKK034 1,949,000	BHCKK035 229,000	4.

## Notes to the Balance Sheet—Predecessor Financial Items

For 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 holding company's total consolidated assets as of the previous quarter-end, whichever is less.

Dollar Amounts in Thousands		Bil	Mil	Thou	
1. Average loans and leases (net of unearned income) .....	BHBC3516			N/A	1.
2. Average earning assets .....	BHBC3402			N/A	2.
3. Average total consolidated assets .....	BHBC3368			N/A	3.
4. Average equity capital .....	BHBC3519			N/A	4.



### Notes to the Balance Sheet (Other)

Enter in the lines provided below any additional information on specific line items on the income statement or to its supporting schedules that the holding company wishes to explain, that has been separately disclosed in the 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 holding company has guaranteed a new loan for its leveraged Employee Stock Ownership Plan (ESOP) for \$750 thousand and that amount has increased the holding company's long-term unsecured debt by a material amount. The holding company has disclosed that change to its stockholders and to the SEC. Enter on the line item below the following information:

		Bil	Mil	Thou
TEXT0000	Sch. HC, item 16, New loan to holding company's ESOP guaranteed by holding company			
TEXT0000				750

### Notes to the Balance Sheet (Other)

		Dollar Amounts in Thousands			
		Bil	Mil	Thou	
1.	Outstanding issuances of perpetual preferred stock associated with the U.S. Department of Treasury Community Development Capital Initiative (CDCI) program included in Schedule HC, item 23, Perpetual preferred stock and related surplus (for Subchapter S corporations, outstanding issuances of subordinated debt securities associated with CDCI included in Schedule HC, item 19.a, Subordinated notes and debentures)			0	1.
2.	TEXT5357				
3.	TEXT5358				
4.	TEXT5359				
5.	TEXT5360				
6.	TEXTB027				
7.	TEXTB028				
8.	TEXTB029				
9.	TEXTB030				

### Notes to the Balance Sheet (Other)—Continued

Dollar Amounts in Thousands

		Bil	Mil	Thou		
10.	TEXTB031					
					BHCKB031	10.
11.	TEXTB032					
					BHCKB032	11.
12.	TEXTB033					
					BHCKB033	12.
13.	TEXTB034					
					BHCKB034	13.
14.	TEXTB035					
					BHCKB035	14.
15.	TEXTB036					
					BHCKB036	15.
16.	TEXTB037					
					BHCKB037	16.
17.	TEXTB038					
					BHCKB038	17.
18.	TEXTB039					
					BHCKB039	18.
19.	TEXTB040					
					BHCKB040	19.
20.	TEXTB041					
					BHCKB041	20.

## Remarks

Enter in the space below any additional remarks that you may have.

(TEXT4769)