

Board of Governors of the Federal Reserve System



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

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

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

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

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

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

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

Date of Report:

September 30, 2007

Month / Date / Year (BHCK 9999)

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

Legal Title of Bank Holding Company (TEXT 9010)

Signature of Chief Financial Officer (or Equivalent)

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

Date of Signature

City (TEXT 9130)

State (TEXT 9200)

Zip Code (TEXT 9220)

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

Person to whom questions about this report should be directed:

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

S.F. _____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

E-mail Address of Contact (TEXT 4086)

Report of Income for Bank Holding Companies

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

For Federal Reserve Bank Use Only	
RSSD Number _____	S.F. ____

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices	4010				1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059				1.a.(2)
b. Income from lease financing receivables	4065				1.b.
c. Interest income on balances due from depository institutions ¹	4115				1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488				1.d.(1)
(2) Mortgage-backed securities	B489				1.d.(2)
(3) All other securities	4060				1.d.(3)
e. Interest income from trading assets	4069				1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020				1.f.
g. Other interest income	4518				1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107				1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more	A517				2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518				2.a.(1)(b)
(c) Other deposits	6761				2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4172				2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180				2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185				2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397				2.d.
e. Other interest expense	4398				2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073				2.f.
3. Net interest income (item 1.h minus item 2.f)	4074				3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 5)	4230				4.
5. Noninterest income:					
a. Income from fiduciary activities	4070				5.a.
b. Service charges on deposit accounts in domestic offices	4483				5.b.
c. Trading revenue ²	A220				5.c.
d. (1) Fees and commissions from securities brokerage	C886				5.d.(1)
(2) Investment banking, advisory, and underwriting fees and commissions	C888				5.d.(2)
(3) Fees and commissions from annuity sales	C887				5.d.(3)
(4) Underwriting income from insurance and reinsurance activities	C386				5.d.(4)
(5) Income from other insurance activities	C387				5.d.(5)
e. Venture capital revenue	B491				5.e.
f. Net servicing fees	B492				5.f.
g. Net securitization income	B493				5.g.
h. Not applicable					
i. Net gains (losses) on sales of loans and leases	8560				5.i.
j. Net gains (losses) on sales of other real estate owned	8561				5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496				5.k.
l. Other noninterest income ³	B497				5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079				5.m.

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

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

3. See Schedule HI, memoranda item 6.

Schedule HI—Continued

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
6. a. Realized gains (losses) on held-to-maturity securities	3521				6.a.
b. Realized gains (losses) on available-for-sale securities	3196				6.b.
7. Noninterest expense:					
a. Salaries and employee benefits	4135				7.a.
b. Expenses of premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217				7.b.
c. (1) Goodwill impairment losses	C216				7.c.(1)
(2) Amortization expense and impairment losses for other intangible assets	C232				7.c.(2)
d. Other noninterest expense ⁴	4092				7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093				7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301				8.
9. Applicable income taxes (foreign and domestic)	4302				9.
10. Minority interest.....	4484				10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10).....	4300				11.
12. Extraordinary items, net of applicable taxes and minority interest ⁵	4320				12.
13. Net income (loss) (sum of items 11 and 12).....	4340				13.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

	BHCK	Bil	Mil	Thou					
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519				M.1.				
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592				M.2.				
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313				M.3.				
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above).....	4507				M.4.				
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number							
	4150				M.5.				
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):									
a. Income and fees from the printing and sale of checks.....	C013				M.6.a.				
b. Earnings on/increase in value of cash surrender value of life insurance	C014				M.6.b.				
c. Income and fees from automated teller machines (ATMs).....	C016				M.6.c.				
d. Rent and other income from other real estate owned	4042				M.6.d.				
e. Safe deposit box rent	C015				M.6.e.				
f. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td></td></tr><tr><td>8562</td><td></td></tr></table>	TEXT		8562		8562				M.6.f.
TEXT									
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g. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td></td></tr><tr><td>8563</td><td></td></tr></table>	TEXT		8563		8563				M.6.g.
TEXT									
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h. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td><td></td></tr><tr><td>8564</td><td></td></tr></table>	TEXT		8564		8564				M.6.h.
TEXT									
8564									
i. Net change in the fair values of financial instruments accounted for under a fair value option	F229				M.6.i.				

Schedule HI—Continued

MEMORANDA (continued)

						Dollar Amounts in Thousands				BHCK	Bil	Mil	Thou	
7. Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):														
a.	Data processing expenses					C017								M.7.a.
b.	Advertising and marketing expenses					0497								M.7.b.
c.	Directors' fees					4136								M.7.c.
d.	Printing, stationery, and supplies.....					C018								M.7.d.
e.	Postage					8403								M.7.e.
f.	Legal fees and expenses					4141								M.7.f.
g.	FDIC deposit insurance assessments.....					4146								M.7.g.
h.	TEXT 8565					8565								M.7.h.
i.	TEXT 8566					8566								M.7.i.
j.	TEXT 8567					8567								M.7.j.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):														
a.	(1) TEXT 3571					3571								M.8.a.(1)
	(2) Applicable income tax effect	BHCK	3572										M.8.a.(2)	
b.	(1) TEXT 3573					3573								M.8.b.(1)
	(2) Applicable income tax effect	BHCK	3574										M.8.b.(2)	
c.	(1) TEXT 3575					3575								M.8.c.(1)
	(2) Applicable income tax effect	BHCK	3576										M.8.c.(2)	
9. Trading revenue (from cash instruments and derivative instruments) (Sum of items 9.a through 9.e must equal Schedule HI, item 5.c.) (To be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year):														
a.	Interest rate exposures					8757								M.9.a.
b.	Foreign exchange exposures					8758								M.9.b.
c.	Equity security and index exposures.....					8759								M.9.c.
d.	Commodity and other exposures					8760								M.9.d.
e.	Credit exposures					F186								M.9.e.
10. Net gains (losses) recognized in earnings on credit derivatives that economically hedge credit exposures held outside the trading account:														
a.	Net gains (losses) on credit derivatives held for trading					C889								M.10.a.
b.	Net gains (losses) on credit derivatives held for purposes other than trading					C890								M.10.b.
11. Credit losses on derivatives (see instructions).....										A251				M.11.
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices) .										8431				M.12.a.
b.	(1) Premiums on insurance related to the extension of credit					C242								M.12.b.(1)
	(2) All other insurance premiums					C243								M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities					B983								M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "0" for no)										BHCK A530				M.13.

Schedule HI—Continued

MEMORANDA (continued)

	BHCK	Bil	Mil	Thou	
14. Not applicable					
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method	C409				M.15.

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

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

Schedule HI-A—Changes in Equity Capital

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217				1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles ¹	B507				2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508				3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13)	4340				4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577				5.a.
b. Conversion or retirement of perpetual preferred stock	3578				5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579				6.a.
b. Conversion or retirement of common stock	3580				6.b.
7. Sale of treasury stock	4782				7.
8. LESS: Purchase of treasury stock	4783				8.
9. Changes incident to business combinations, net	4356				9.
10. LESS: Cash dividends declared on preferred stock	4598				10.
11. LESS: Cash dividends declared on common stock	4460				11.
12. Other comprehensive income ²	B511				12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company	4591				13.
14. Other adjustments to equity capital (not included above)	3581				14.
15. Total 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 28 on Schedule HC, Balance Sheet)	bhct				
	3210				15.

1. Include the cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option, and describe separately in the Notes to the Income Statement—Other, item 1.

2. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and changes in minimum pension liability adjustments.

Schedule HI-B—Charge-Offs and Recoveries on Loans and Leases and Changes in Allowance for Loan and Lease Losses

Dollar Amounts in Thousands	Charge-offs ¹ (Column A)				Recoveries (Column B)				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)									
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices.....	3582				3583				1.a.
b. Secured by farmland in domestic offices	3584				3585				1.b.
c. Secured by 1–4 family residential properties in domestic offices:									
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit	5411				5412				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties in domestic offices:									
(a) Secured by first liens	C234				C217				1.c.(2)(a)
(b) Secured by junior liens	C235				C218				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588				3589				1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3590				3591				1.e.
f. In foreign offices	B512				B513				1.f.
2. Loans to depository institutions and acceptances of other banks:									
a. To U.S. banks and other U.S. depository institutions	4653				4663				2.a.
b. To foreign banks	4654				4664				2.b.
3. Loans to finance agricultural production and other loans to farmers	4655				4665				3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	4645				4617				4.a.
b. To non-U.S. addressees (domicile)	4646				4618				4.b.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B514				B515				5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516				B517				5.b.
6. Loans to foreign governments and official institutions	4643				4627				6.
7. All other loans	4644				4628				7.
8. Lease financing receivables:									
a. Leases to individuals for household, family, and other personal expenditures	F185				F187				8.a.
b. All other leases	C880				F188				8.b.
9. Total (sum of items 1 through 8)	4635				4605				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) Charge-offs ¹				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
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	5409				5410				M.1.
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).	4652				4662				M.2.

Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

	Calendar year-to-date				
	BHCK	Bil	Mil	Thou	
	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)	C388			

	(Column A) Charge-offs ¹				(Column B) Recoveries				
	Calendar year-to-date								
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
4. Construction, land development, and other land loans (sum of Memorandum items 4.a and 4.b must equal Schedule HI-B, part I, item 1.a):									
a. 1-4 family residential construction loans	C891				C892				M.4.a.
b. Other construction loans and all land development and other land loans	C893				C894				M.4.b.
5. Loans secured by nonfarm nonresidential properties (sum of Memorandum items 5.a and 5.b must equal Schedule HI-B, part I, item 1.e):									
a. Loans secured by owner-occupied nonfarm nonresidential properties	C895				C896				M.5.a
b. Loans secured by other nonfarm nonresidential properties	C897				C898				M.5.b.

II. Changes in allowance for loan and lease losses	BHCK	Bil	Mil	Thou		
	1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income)					
	B522					1.
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)						
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4)						
4. Less: Write-downs arising from transfers of loans to a held-for-sale account						
5. Provision for loan and lease losses (must equal Schedule HI, item 4)						
6. Adjustments (see instructions for this schedule)						
7. Balance at end of current period (sum of items 1, 2, 5, and 6, less items 3 and 4) (must equal Schedule HC, item 4.c)						
	3123				7.	

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

Schedule HI-B—Continued

MEMORANDA

	BHCK	Bil	Mil	Thou	
1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7	C435				M.1.
<i>Memoranda items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).</i>					
2. Separate valuation allowance for uncollectible retail credit card fees and finance charges ..	C389				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)	C390				M.3.
Memorandum item 4 is to be completed by all bank holding companies.					
4. Amount of allowance for post-acquisition losses on purchased impaired loans accounted for in accordance with AICPA Statement of Position 03-3 (included in Schedule HI-B, part II, item 7, above)	C781				M.4.

Notes to the Income Statement—Predecessor Financial Items

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

	Dollar Amount in Thousands				
	BHBC	Bil	Mil	Thou	
1. Total interest income	4107				1.
a. Interest income on loans and leases	4094				1.a.
b. Interest income on investment securities	4218				1.b.
2. Total interest expense	4073				2.
a. Interest expense on deposits	4421				2.a.
3. Net interest income	4074				3.
4. Provision for loan and lease losses	4230				4.
5. Total noninterest income	4079				5.
a. Income from fiduciary activities	4070				5.a.
b. Trading revenue	A220				5.b.
c. Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490				5.c.
d. Venture capital revenue	B491				5.d.
e. Net securitization income	B493				5.e.
f. Insurance commissions and fees	B494				5.f.
6. Realized gains (losses) on held-to-maturity and available-for-sale securities	4091				6.
7. Total noninterest expense	4093				7.
a. Salaries and employee benefits	4135				7.a.
b. Goodwill impairment losses	C216				7.b.
8. Income (loss) before taxes, extraordinary items, and other adjustments	4301				8.
9. Applicable income taxes	4302				9.
10. Minority interest	4484				10.
11. Extraordinary items, net of applicable income taxes and minority interest	4320				11.
12. Net income (loss)	4340				12.
13. Cash dividends declared	4475				13.
14. Net charge-offs	6061				14.
15. Net interest income (item 3 above) on a fully taxable equivalent basis	4519				15.

Notes to the Income Statement—Other

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

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

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

Example

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

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

Notes to the Income Statement—Other

TEXT	Dollar Amount in Thousands				BHCK	Bil	Mil	Thou
1. Cumulative-effect adjustment resulting from the initial adoption of FAS 159, Fair Value Option								
					F465			
2. 5352								
					5352			
3. 5353								
					5353			
4. 5354								
					5354			
5. 5355								
					5355			
6. B042								
					B042			
7. B043								
					B043			
8. B044								
					B044			
9. B045								
					B045			
10. B046								
					B046			

Notes to the Income Statement—Other, Continued

	TEXT	Dollar Amount in Thousands	BHCK	Bil	Mil	Thou	
11.	B047						
			B047				11.
12.	B048						
			B048				12.
13.	B049						
			B049				13.
14.	B050						
			B050				14.
15.	B051						
			B051				15.
16.	B052						
			B052				16.
17.	B053						
			B053				17.
18.	B054						
			B054				18.
19.	B055						
			B055				19.
20.	B056						
			B056				20.

For Federal Reserve Bank Use Only C.I. _____

Name of Bank Holding Company _____

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business _____

Schedule HC—Consolidated Balance Sheet

				Dollar Amounts in Thousands				BHCK	Bil	Mil	Thou							
ASSETS																		
1. Cash and balances due from depository institutions:																		
a. Noninterest-bearing balances and currency and coin ¹												0081					1.a.	
b. Interest-bearing balances: ²																		
(1) In U.S. offices												0395					1.b.(1)	
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs												0397					1.b.(2)	
2. Securities:																		
a. Held-to-maturity securities (from Schedule HC-B, column A)												1754					2.a.	
b. Available-for-sale securities (from Schedule HC-B, column D).....												1773					2.b.	
3. Federal funds sold and securities purchased under agreements to resell:																		
a. Federal funds sold in domestic offices												BHDM	B987					3.a.
b. Securities purchased under agreements to resell ³												BHCK	B989					3.b.
4. Loans and lease financing receivables:																		
a. Loans and leases held for sale												5369					4.a.	
b. Loans and leases, net of unearned income	B528															4.b.		
c. LESS: Allowance for loan and lease losses	3123															4.c.		
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c).....												B529					4.d.	
5. Trading assets (from Schedule HC-D)												3545					5.	
6. Premises and fixed assets (including capitalized leases)												2145					6.	
7. Other real estate owned (from Schedule HC-M).....												2150					7.	
8. Investments in unconsolidated subsidiaries and associated companies												2130					8.	
9. Not applicable																		
10. Intangible assets:																		
a. Goodwill												3163					10.a.	
b. Other intangible assets (from Schedule HC-M)												0426					10.b.	
11. Other assets (from Schedule HC-F)												2160					11.	
12. Total assets (sum of items 1 through 11)												2170					12.	

1. Includes cash items in process of collection and unposted debits.
2. Includes time certificates of deposit not held for trading.
3. Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

Schedule HC—Continued

		Dollar Amounts in Thousands				
		BHDM	Bil	Mil	Thou	
LIABILITIES						
13. Deposits:						
a. In domestic offices (from Schedule HC-E):						
(1) Noninterest-bearing ¹		6631				13.a.(1)
(2) Interest-bearing		6636				13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
(1) Noninterest-bearing	BHFN	6631				13.b.(1)
(2) Interest-bearing		6636				13.b.(2)
14. Federal funds purchased and securities sold under agreements to repurchase:						
a. Federal funds purchased in domestic offices ²	BHDM	B993				14.a.
b. Securities sold under agreements to repurchase ³	BHCK	B995				14.b.
15. Trading liabilities (from Schedule HC-D)		3548				15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M)		3190				16.
17. Not applicable						
18. Not applicable						
19. a. Subordinated notes and debentures ⁴		4062				19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities		C699				19.b.
20. Other liabilities (from Schedule HC-G)		2750				20.
21. Total liabilities (sum of items 13 through 20)		2948				21.
22. Minority interest in consolidated subsidiaries and similar items		3000				22.
EQUITY CAPITAL						
23. Perpetual preferred stock and related surplus		3283				23.
24. Common stock (par value)		3230				24.
25. Surplus (exclude all surplus related to preferred stock)		3240				25.
26. a. Retained earnings		3247				26.a.
b. Accumulated other comprehensive income ⁵		B530				26.b.
27. Other equity capital components ⁶		A130				27.
28. Total equity capital (sum of items 23 through 27)		3210				28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28)		3300				29.

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

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

a. _____
(1) Name of External Auditing Firm (TEXT C703)

b. _____
(1) Name of Engagement Partner (TEXT C704)

(2) City (TEXT C708)

(2) E-mail Address (TEXT C705)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

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

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. U.S. Treasury securities	0211				0213				1286				1287				1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289				1290				1291				1293				2.a.
b. Issued by U.S. government- sponsored agencies ²	1294				1295				1297				1298				2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496				8497				8498				8499				3.
4. Mortgage-backed securities (MBS)																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA	1698				1699				1701				1702				4.a.(1)
(2) Issued by FNMA and FHLMC	1703				1705				1706				1707				4.a.(2)
(3) Other pass-through securities	1709				1710				1711				1713				4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA	1714				1715				1716				1717				4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA	1718				1719				1731				1732				4.b.(2)
(3) All other mortgage-backed securities	1733				1734				1735				1736				4.b.(3)
5. Asset-backed securities (ABS)	C026				C988				C989				C027				5.
6. Other debt securities:																	
a. Other domestic debt securities	1737				1738				1739				1741				6.a.
b. Foreign debt securities	1742				1743				1744				1746				6.b.

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

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

Schedule HC-B—Continued

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

MEMORANDA

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

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

	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value ¹				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5):																	
a. Credit card receivables	B838				B839				B840				B841				5.a.
b. Home equity lines	B842				B843				B844				B845				5.b.
c. Automobile loans	B846				B847				B848				B849				5.c.
d. Other consumer loans	B850				B851				B852				B853				5.d.
e. Commercial and industrial loans	B854				B855				B856				B857				5.e.
f. Other	B858				B859				B860				B861				5.f.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
 2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
 3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.

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				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Loans secured by real estate	1410								1.
a. Construction, land development, and other land loans					1415				1.a.
b. Secured by farmland					1420				1.b.
c. Secured by 1–4 family residential properties:									
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit					1797				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens					5367				1.c.(2)(a)
(b) Secured by junior liens					5368				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties					1460				1.d.
e. Secured by nonfarm nonresidential properties					1480				1.e.
2. Loans to depository institutions and acceptances of other banks					1288				2.
a. To U.S. banks and other U.S. depository institutions	1292								2.a.
b. To foreign banks	1296								2.b.
3. Loans to finance agricultural production and other loans to farmers	1590				1590				3.
4. Commercial and industrial loans					1766				4.
a. To U.S. addressees (domicile)	1763								4.a.
b. To non-U.S. addressees (domicile)	1764								4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper)					1975				6.
a. Credit cards	B538								6.a.
b. Other revolving credit plans	B539								6.b.
c. Other consumer loans (includes single payment, installment, and all student loans)	2011								6.c.
7. Loans to foreign governments and official institutions (including foreign central banks)	2081				2081				7.
8. Not applicable									
9. a. Loans for purchasing and carrying securities (secured and unsecured)	1545				1545				9.a.
b. All other loans	1564				1564				9.b.
10. Lease financing receivables (net of unearned income)					2165				10.
a. Leases to individuals for household, family, and other personal expenditures (i.e., consumer leases)	F162								10.a.
b. All other leases	F163								10.b.
11. LESS: Any unearned income on loans reflected in items 1–9 above	2123				2123				11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b)	2122				2122				12.

Schedule HC-C—Continued

MEMORANDA

	Consolidated				
	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands					
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures)	1616				M.1.
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	2746				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837				M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391				M.4.
Memorandum item 5 is to be completed by all bank holding companies.					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779				M.5.a.
b. Carrying amount included in Schedule HC-C, items 1 through 9.....	C780				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))	F230				M.6.a.
Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1-4 family residential properties (included in Schedule HC-C, items 1.c.(2)(a) and (b)) as of December 31, 2006, 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).					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1-4 family residential properties	F231				M.6.b.
c. Total amount of negative amortization on closed-end loans secured by 1-4 family residential properties included in the carrying amount reported in Memorandum item 6.a above	F232				M.6.c.
7. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 7.a and 7.b must equal Schedule HC-C, item 1.a):					
a. 1-4 family residential construction loans.....	F158				M.7.a.
b. Other construction loans and all land development and other land loans	F159				M.7.b.
8. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 8.a and 8.b must equal Schedule HC-C, item 1.e):					
a. Loans secured by owner-occupied nonfarm nonresidential properties.....	F160				M.8.a.
b. Loans secured by other nonfarm nonresidential properties	F161				M.8.b.

Schedule HC-D—Trading Assets and Liabilities

Schedule HC-D is to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a) of \$2 million or more for any quarter of the preceding calendar year.

Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	
ASSETS						
1. U.S. Treasury securities in domestic offices	3531					1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532					2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices	3533					3.
4. Mortgage-backed securities (MBS) in domestic offices:						
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534					4.a.
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS)	3535					4.b.
c. All other mortgage-backed securities	3536					4.c.
5. Other debt securities in domestic offices	3537					5.
6.–8. Not applicable						
9. Other trading assets in domestic offices	3541					9.
10. Trading assets in foreign offices	3542					10.
11. Derivatives with a positive fair value:						
a. In domestic offices	3543					11.a.
	BHFN					
b. In foreign offices	3543					11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5)	bhct					
	3545					12.
LIABILITIES						
	BHCK					
13. Liability for short positions.....	3546					13.
14. Derivatives with a negative fair value.....	3547					14.
	bhct					
15. Total trading liabilities (sum of items 13 and 14) (must equal Schedule HC, item 15)	3548					15.

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands			Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:						
	BHCB					
a. Demand deposits	2210					1.a.
b. NOW, ATS, and other transaction accounts	3187					1.b.
c. Money market deposit accounts and other savings accounts.....	2389					1.c.
d. Time deposits of less than \$100,000.....	6648					1.d.
e. Time deposits of \$100,000 or more.....	2604					1.e.
2. Deposits held in domestic offices of other depository institutions that are subsidiaries of the reporting bank holding company:						
	BHOD					
a. Noninterest-bearing balances	3189					2.a.
b. NOW, ATS, and other transaction accounts	3187					2.b.
c. Money market deposit accounts and other savings accounts.....	2389					2.c.
d. Time deposits of less than \$100,000.....	6648					2.d.
e. Time deposits of \$100,000 or more.....	2604					2.e.

MEMORANDA

	BHDM	Bil	Mil	Thou	
1. Brokered deposits less than \$100,000 with a remaining maturity of one year or less	A243				M.1.
2. Brokered deposits less than \$100,000 with a remaining maturity of more than one year	A164				M.2.
3. Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242				M.3.
	BHFN				
4. Foreign office time deposits with a remaining maturity of one year or less	A245				M.4.

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

Schedule HC-F—Other Assets

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Accrued interest receivable ¹	B556				1.
2. Net deferred tax assets ²	2148				2.
3. Interest-only strips receivable (not in the form of a security) ³ on:					
a. Mortgage loans	A519				3.a.
b. Other financial assets.....	A520				3.b.
4. Equity securities that DO NOT have readily determinable fair values ⁴	1752				4.
5. Life insurance assets	C009				5.
6. Other	2168				6.
	bhct				
7. Total (sum of items 1 through 6) (must equal Schedule HC, item 11).....	2160				7.

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

Schedule HC-G—Other Liabilities

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

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

Schedule HC-H—Interest Sensitivity¹

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Earning assets that are repriceable within one year or mature within one year	3197				1.
2. Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a(2) and 13.b(2) on Schedule HC, Balance Sheet.....	3296				2.
3. Long-term debt that reprices within one year included in items 16 and 19.a on Schedule HC, Balance Sheet	3298				3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock)	3408				4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year	3409				5.

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

Schedule HC-I—Insurance-Related Underwriting Activities (Including Reinsurance)

I. Property and Casualty Underwriting

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

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
ASSETS					
1. Reinsurance recoverables	B988				1.
2. Total assets	C244				2.
LIABILITIES					
3. Claims and claims adjustment expense reserves	B990				3.
4. Unearned premiums	B991				4.
5. Total equity	C245				5.
6. Net income	C246				6.

II. Life and Health Underwriting

	BHCK	Bil	Mil	Thou	
ASSETS					
1. Reinsurance recoverables	C247				1.
2. Separate account assets	B992				2.
3. Total assets	C248				3.
LIABILITIES					
4. Policyholder benefits and contractholder funds	B994				4.
5. Separate account liabilities	B996				5.
6. Total equity	C249				6.
7. Net income	C250				7.

Schedule HC-K—Quarterly Averages

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
ASSETS					
1. Securities	3515				1.
2. Federal funds sold and securities purchased under agreements to resell	3365				2.
3. Loans and leases	3516				3.
4. a. Trading assets	3401				4.a.
b. Other earning assets	B985				4.b.
5. Total consolidated assets	3368				5.
LIABILITIES					
6. Interest-bearing deposits (domestic)	3517				6.
7. Interest-bearing deposits (foreign)	3404				7.
8. Federal funds purchased and securities sold under agreements to repurchase	3353				8.
9. All other borrowed money	2635				9.
10. Not applicable					
EQUITY CAPITAL					
11. Equity capital (excludes limited-life preferred stock)	3519				11.

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C.I.	<input type="text"/>

(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines	3814				1.a.
b. Credit card lines	3815				1.b.
c. (1) Commitments to fund commercial real estate, construction, and land development loans secured by real estate (sum of items 1.c.(1)(a) and (b) must equal item 1.c.(1)).....	3816				1.c.(1)
(a) 1-4 family residential construction loan commitments	F164				1.c.(1)(a)
(b) Commercial real estate, other construction loan, and land development loan commitments	F165				1.c.(1)(b)
(2) Commitments to fund commercial real estate, construction, and land development loans NOT secured by real estate	6550				1.c.(2)
d. Securities underwriting	3817				1.d.
e. Other unused commitments	3818				1.e.
2. Financial standby letters of credit and foreign office guarantees	6566				2.
a. Amount of financial standby letters of credit conveyed to others	3820				2.a.
3. Performance standby letters of credit and foreign office guarantees	6570				3.
a. Amount of performance standby letters of credit conveyed to others	3822				3.a.
4. Commercial and similar letters of credit	3411				4.
5. Not applicable					
6. Securities lent	3433				6.

7. Credit derivatives:

	Guarantor (Column A)				Beneficiary (Column B)				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
a. Notional amounts:									
(1) Credit default swaps	C968				C969				7.a.(1)
(2) Total return swaps	C970				C971				7.a.(2)
(3) Credit options	C972				C973				7.a.(3)
(4) Other credit derivatives	C974				C975				7.a.(4)
b. Gross fair values:									
(1) Gross positive fair value	C219				C221				7.b.(1)
(2) Gross negative fair value	C220				C222				7.b.(2)

	BHCK	Bil	Mil	Thou	
8. Spot foreign exchange contracts	8765				8.
9. All other off-balance-sheet items (exclude derivatives) (include in item 9 the aggregate amount all other off-balance sheet items that individually exceed 10% of Schedule HC, item 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)					
a. Securities borrowed	3430				9.
b. Commitments to purchase when-issued securities	3432				9.a.
c. Commitments to sell when-issued securities	3434				9.b.
	3435				9.c.

d.	TEXT 6561				6561				9.d.
e.	TEXT 6562				6562				9.e.
f.	TEXT 6568				6568				9.f.
g.	TEXT 6586				6586				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				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
Derivatives Position Indicators																	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal sum of items 12 and 13):	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
a. Futures contracts																	11.a.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
b. Forward contracts																	11.b.
c. Exchange-traded option contracts:	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(1) Written options																	11.c.(1)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
(2) Purchased options																	11.c.(2)
d. Over-the-counter option contracts:	BHCK 8709				BHCK 8710				BHCK 8711				BHCK8712				
(1) Written options																	11.d.(1)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
(2) Purchased options																	11.d.(2)
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
e. Swaps																	11.e.
12. Total gross notional amount of derivative contracts held for trading	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
																	12.
13. Total gross notional amount of derivative contracts held for purposes other than trading	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				
																	13.
14. Gross fair values of derivative contracts:	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
a. Contracts held for trading:																	
(1) Gross positive fair value																	14.a.(1)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
(2) Gross negative fair value																	14.a.(2)
b. Contracts held for purposes other than trading:	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(1) Gross positive fair value																	14.b.(1)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				
(2) Gross negative fair value																	14.b.(2)

Schedule HC-M—Memoranda

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Total number of bank holding company common shares outstanding	NUMBER (UNROUNDED)				
		3459				
2.	Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6555				1.
3.	Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6556				2.
4.	Other assets acquired in satisfaction of debts previously contracted	6557				3.
5.	Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288				4.
6.	Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....	3656				5.
7.	Not applicable					6.

8.	Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....	BHCK				8.
		C251				
9.	Has the bank 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).....	BHCK				9.
		6689				
10.	Not applicable					
11.	Have all changes in investments and activities been reported to the Federal Reserve on the Bank Holding Company Report of Changes in Organizational Structure (FR Y-10)? Bank holding companies must not leave blank or enter "N/A." The bank holding company must enter "1" for yes or for no changes to report; or enter "0" for no. If the answer to this questions is no, complete the FR Y-10.	BHCK				11.
		6416				

TEXT
6428

Name of bank holding company official verifying FR Y-10 reporting
(Please type or print)

Area Code and Phone Number (TEXT 9009)

		BHCK	Bil	Mil	Thou	
12.	Intangible assets other than goodwill:					
a.	Mortgage servicing assets	3164				12.a.
	(1) Estimated fair value of mortgage servicing assets	6438				12.a.(1)
b.	Purchased credit card relationships and nonmortgage servicing assets	B026				12.b.
c.	All other identifiable intangible assets	5507				12.c.
		bhct				
d.	Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b)	0426				12.d.
13.	Other real estate owned:	BHCK				
a.	Real estate acquired in satisfaction of debts previously contracted.....	2744				13.a.
b.	Other real estate owned.....	2745				13.b.
		bhct				
c.	Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7)	2150				13.c.
14.	Other borrowed money:	BHCK				
a.	Commercial paper.....	2309				14.a.
b.	Other borrowed money with a remaining maturity of one year or less.....	2332				14.b.
c.	Other borrowed money with a remaining maturity of more than one year	2333				14.c.
		bhct				
d.	Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16)	3190				14.d.

15.	Does the holding company sell private label or third party mutual funds and annuities? (Enter "1" for yes; enter "0" for no)	BHCK				15.
		B569				

		BHCK	Bil	Mil	Thou	
16.	Assets under management in proprietary mutual funds and annuities	B570				16.

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

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any non-financial 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).....

BHCK	
C161	

17.

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

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

BHCK	
C159	

18.

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

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

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

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

BHCK	
C700	

19.a.

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

C701	
------	--

19.b.

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

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

Schedule HC-M—Continued

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

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

TEXT
C497 http:// _____

22.

Memoranda item 23 is to be completed by all bank holding companies.

		Dollar Amounts in Thousands				
		BHCK	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)	F064				23.a.
b.	Amount of "Other borrowings" that are secured (included in Schedule HC-M, item 14.d)	F065				23.b.

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

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				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices	2759				2769				3492				1.a.
b. Secured by farmland in domestic offices	3493				3494				3495				1.b.
c. Secured by 1-4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398				5399				5400				1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens	C236				C237				C229				1.c.(2)(a)
(b) Secured by junior liens	C238				C239				C230				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499				3500				3501				1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3502				3503				3504				1.e.
f. In foreign offices	B572				B573				B574				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				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
2. Loans to depository institutions and acceptances of other banks:													
a. U.S. banks and other U.S. depository institutions	5377				5378				5379				2.a.
b. Foreign banks	5380				5381				5382				2.b.
3. Loans to finance agricultural production and other loans to farmers													3.
1594					1597				1583				
4. Commercial and industrial loans													4.
1606					1607				1608				
5. Loans to individuals for household, family, and other personal expenditures:													
a. Credit cards	B575				B576				B577				5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)													5.b.
B578					B579				B580				
6. Loans to foreign governments and official institutions													6.
5389					5390				5391				
7. All other loans													7.
5459					5460				5461				
8. Lease financing receivables:													8.
a. Leases to individuals for household, family, and other personal expenditures													8.a.
F166					F167				F168				
b. All other leases													8.b.
F169					F170				F171				
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets)													9.
3505					3506				3507				
10. TOTAL (sum of items 1 through 9).....													10.
5524					5525				5526				

Schedule HC-N—Continued

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

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				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government	5612				5613				5614				11.
a. Guaranteed portion of loans and leases (exclude rebooked "GNMA loans") included in item 11 above..	5615				5616				5617				11.a.
b. Rebooked "GNMA loans" that have been repurchased or are eligible for repurchase included in item 11 above	C866				C867				C868				11.b.

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				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1).....	1658				1659				1661				M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above.....	6558				6559				6560				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	3508				1912				1913				M.3.
4. Not applicable													
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)	C240				C241				C226				M.5.

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

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	3529				3530				M.6.

	BHCK	Bil	Mil	Thou	
7. Additions to nonaccrual assets during the quarter	C410				M.7.
8. Nonaccrual assets sold during the quarter	C411				M.8.

Schedule HC-N—Continued

MEMORANDA (continued)

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
9. Construction, land development, and other land loans in domestic offices (sum of Memorandum items 9.a and 9.b must equal Schedule HC-N, item 1.a):													
a. 1-4 family residential construction loans	F172				F174				F176				M.9.a.
b. Other construction loans and all land development and other land loans													
	F173				F175				F177				M.9.b.
10. Loans secured by nonfarm nonresidential properties in domestic offices (sum of Memorandum items 10.a. and 10.b must equal Schedule HC-N, item 1.e):													
a. Loans secured by owner-occupied nonfarm nonresidential properties	F178				F180				F182				M.10.a.
b. Loans secured by other nonfarm nonresidential properties													
	F179				F181				F183				M.10.b.

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

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

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Retail originations during the quarter of closed-end 1-4 family residential mortgage loans for sale²:					
a. First liens	F066				1.a.
b. Junior liens	F067				1.b.
2. Wholesale originations and purchases during the quarter of closed-end 1-4 family residential mortgage loans for sale²:					
a. First liens	F068				2.a.
b. Junior liens	F069				2.b.
3. Closed-end 1-4 family residential mortgages sold during the quarter:					
a. First liens	F070				3.a.
b. Junior liens	F071				3.b.
4. Closed-end 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):					
a. First liens	F072				4.a.
b. Junior liens	F073				4.b.
5. Noninterest income for the quarter from the sale, securitization, and servicing of closed-end 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i)					
	F184				5.

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2006**.

2. Exclude originations and purchases of closed-end 1-4 family residential mortgage loans that are held for investment.

Schedule HC-Q—Financial Assets and Liabilities Measured at Fair Value

Schedule HC-Q is to be completed by bank holding companies that have adopted FASB Statement No. 157, “Fair Value Measurements,” and (1) have elected to account for financial instruments or servicing assets and liabilities at fair value under a fair value option or (2) are required to complete Schedule HC-D—Trading Assets and Liabilities.

Fair Value Measurements for Assets and Liabilities under a Fair Value Option and Trading Assets and Liabilities (Included in Schedule HC)													
	(Column A) Total Fair Value Reported on Schedule HC				(Column B) Level 2 Fair Value Measurements				(Column C) Level 3 Fair Value Measurements				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
ASSETS													
1. Loans and leases	F243				F244				F245				1.
2. Trading assets	F246				F247				F248				2.
a. Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 2, above)	F240				F241				F242				2.a.
3. All other financial assets and servicing assets	F249				F250				F251				3.
LIABILITIES													
4. Deposits	F252				F253				F254				4.
5. Trading liabilities	F255				F256				F257				5.
6. All other financial liabilities and servicing liabilities	F258				F259				F260				6.
7. Loan commitments (not accounted for as derivatives)	F261				F262				F263				7.

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C.I.	<input type="checkbox"/>

Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis.

	Dollar Amounts in Thousands				
	bhcx	Bil	Mil	Thou	
Tier 1 capital					
1. Total equity capital (from Schedule HC, item 28)	3210				1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK				2.
3. LESS: Net unrealized loss on available-for-sale equity securities ¹ (report loss as a positive value)	A221				3.
4. LESS: Accumulated net gains (losses) on cash flow hedges ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	4336				4.
5. LESS: Nonqualifying perpetual preferred stock	B588				5.
6. a. Qualifying minority interests in consolidated subsidiaries and similar items	B589				6.a.
b. Qualifying trust preferred securities ²	C502				6.b.
7. a. LESS: Disallowed goodwill and other disallowed intangible assets	B590				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)					
	F264				7.b.
8. Subtotal (sum of items 1, 6.a. and 6.b, less items 2, 3, 4, 5, 7.a, and 7.b)	C227				8.
9. a. LESS: Disallowed servicing assets and purchased credit card relationships	B591				9.a.
b. LESS: Disallowed deferred tax assets	5610				9.b.
10. Other additions to (deductions from) Tier 1 capital	B592				10.
11. Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274				11.
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock	5306				12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital	B593				13.
14. Allowance for loan and lease losses includible in Tier 2 capital	5310				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221				15.
16. Other Tier 2 capital components	B594				16.
17. Tier 2 capital (sum of items 12 through 16)	5311				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275				18.
19. Tier 3 capital allocated for market risk	1395				19.
20. LESS: Deductions for total risk-based capital	B595				20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792				21.
Total assets for leverage ratio					
22. Average total assets (from Schedule HC-K, item 5)	bhct				22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7.a above) ..	B590				23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591				24.
25. LESS: Disallowed deferred tax assets (from item 9.b above)	5610				25.
26. LESS: Other deductions from assets for leverage capital purposes	BHCK				26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26)	B596				27.
28.–30. Not applicable	A224				
Capital ratios					
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage			31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7204	___	___	___ %	32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7206	___	___	___ %	33.
	7205	___	___	___ %	

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

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

Schedule HC-R—Continued

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

																		C000	◀
	(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			Allocation by Risk Weight Category												
							0%			20%			50%			100%			
	Dollar Amounts in Thousands			Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
				BHCE			BHC0			BHC2			BHC5			BHC9			
Balance Sheet Asset Categories																			
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....	BHCK 0010																		34.
	bhcx 1754																		34.
35. Held-to-maturity securities																			35.
	bhcx 1773																		35.
36. Available-for-sale securities																			36.
37. Federal funds sold and securities purchased under agreements to resell	BHCK C225																		36.
	bhct 5369																		37.
38. Loans and leases held for sale																			38.
	bhct B528																		38.
39. Loans and leases, net of unearned income																			39.
	bhcx 3123																		39.
40. LESS: Allowance for loan and lease losses																			40.
	bhcx 3545																		40.
41. Trading assets.....																			41.
	BHCK B639																		41.
42. All other assets ¹																			42.
	bhct 2170																		42.
43. Total assets (sum of items 34 through 42)																			43.

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount ¹			(Column C)			(Column D)			(Column E)			(Column F)		
	Dollar Amounts in Thousands				Bil	Mil	Thou	Allocation by Risk Weight Category											
	Bil	Mil	Thou					0%			20%			50%			100%		
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9		
44. Financial standby letters of credit				1.00 or 12.5 ²															44.
45. Performance standby letters of credit	bhct 6570			.50															45.
46. Commercial and similar letters of credit	bhct 3411			.20															46.
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429			1.00															47.
	bhct 3433			1.00															48.
48. Securities lent	bhct A250			1.00															49.
49. Retained recourse on small business obligations sold with recourse	BHCK B541			12.5 ³															50.
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.....	BHCK B675			1.00															51.
51. All other financial assets sold with recourse	BHCK B681			1.00															52.
52. All other off-balance sheet liabilities	BHCK 6572			.50															53.
53. Unused commitments with an original maturity exceeding one year	BHCE A167																		54.
54. Derivative contracts																			

¹ Column A multiplied by credit conversion factor.

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

³ Or institution-specific factor.

Schedule HC-R—Continued

Dollar Amounts in Thousands															
(Column C)			(Column D)			(Column E)			(Column F)						
Allocation by Risk Weight Category															
0%			20%			50%			100%						
Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou				
Totals															
55. Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....			BHCK B696			BHCK B697			BHCK B698			BHCK B699			55.
56. Risk weight factor.....			x 0%			x 20%			x 50%			x 100%			56.
57. Risk-weighted assets by risk weight category (for each column, item 55 multiplied by item 56)			BHCK B700			BHCK B701			BHCK B702			BHCK B703			57.
58. Market risk equivalent assets.....												BHCK 1651			58.
59. Risk-weighted assets before deductions for excess allowance for loan and lease losses and allocated transfer risk reserve (sum of item 57, columns C through F, and item 58)												BHCK B704			59.
60. LESS: Excess allowance for loan and lease losses												BHCK A222			60.
61. LESS: Allocated transfer risk reserve												BHCK 3128			61.
62. Total risk-weighted assets (item 59 minus items 60 and 61)												BHCK A223			62.

Schedule HC-R—Continued

MEMORANDA

Dollar Amounts in Thousands

1. Current credit exposure across all derivative contracts covered by the risk-based capital standards	BHCK	Bil	Mil	Thou	M.1.
	8764				

	With a remaining maturity of															
	(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years					
	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	
2. Notional principal amounts of derivative contracts: ¹																
a. Interest rate contracts	3809					8766					8767					M.2.a.
b. Foreign exchange contracts	3812					8769					8770					M.2.b.
c. Gold contracts	8771					8772					8773					M.2.c.
d. Other precious metals contracts	8774					8775					8776					M.2.d.
e. Other commodity contracts	8777					8778					8779					M.2.e.
f. Equity derivative contracts	A000					A001					A002					M.2.f.
g. Credit derivative contracts:																
(1) Investment grade	C980					C981					C982					M.2.g.(1)
(2) Subinvestment grade	C983					C984					C985					M.2.g.(2)

	BHCK	Bil	Mil	Thou	
3. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:					
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5479				3.a.
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC)	5990				3.b.
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 22)	C498				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 22)	A507				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 27)	2771				4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):					
a. In the form of perpetual preferred stock	5483				5.a.
b. In the form of common stock	5484				5.b.
6. Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031				6.

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

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Schedule HC-S—Servicing, Securitization, and Asset Sale Activities

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

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans, All Leases, and All Other Assets			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
6. Amount of ownership (or seller's) interests carried as:																						
a. Securities (included in HC-B)				BHCK B761			BHCK B762									BHCK B763						6.a.
b. Loans (included in HC-C)				BHCK B500			BHCK B501									BHCK B502						6.b.
7. Past due loan amounts included in interests reported in item 6.a:																						
a. 30-89 days past due				BHCK B764			BHCK B765									BHCK B766						7.a.
b. 90 days or more past due				BHCK B767			BHCK B768									BHCK B769						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				BHCK B770			BHCK B771									BHCK B772						8.a.
b. Recoveries				BHCK B773			BHCK B774									BHCK B775						8.b.
For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions																						
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements	BHCK B776			BHCK B777			BHCK B778			BHCK B779			BHCK B780			BHCK B781			BHCK B782			
10. Reporting institution's unused commitments to provide liquidity to other institutions' securitization structures	BHCK B783			BHCK B784			BHCK B785			BHCK B786			BHCK B787			BHCK B788			BHCK B789			
Asset Sales																						
11. Assets sold with recourse or other seller-provided credit enhancements and not securitized	BHCK B790			BHCK B791			BHCK B792			BHCK B793			BHCK B794			BHCK B795			BHCK B796			
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11	BHCK B797			BHCK B798			BHCK B799			BHCK B800			BHCK B801			BHCK B802			BHCK B803			

Schedule HC-S—Continued

MEMORANDA

				Dollar Amounts in Thousands				
				BHCK	Bil	Mil	Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:								
a. Outstanding principal balance				A249				M.1.a.
b. Amount of retained recourse on these obligations as of the report date				A250				M.1.b.
2. Outstanding principal balance of assets serviced for others (includes participations serviced for others):								
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements				B804				M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements				B805				M.2.b.
c. Other financial assets ¹				A591				M.2.c.
3. Asset-backed commercial paper conduits:								
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:								
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company				B806				M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions				B807				M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:								
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company				B808				M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions				B809				M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C) ²				C407				M.4.

1. Memorandum item 2.c is to be completed if the principal balance of other financial assets serviced for others is more than \$10 million.
2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

Notes to the Balance Sheet—Predecessor Financial Items

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

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

Notes to the Balance Sheet—Other

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

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

Example

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

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

Notes to the Balance Sheet—Other

		Dollar Amount in Thousands				
		BHCK	Bil	Mil	Thou	
1.	5356					
		5356				1.
2.	5357					
		5357				2.
3.	5358					
		5358				3.
4.	5359					
		5359				4.
5.	5360					
		5360				5.
6.	B027					
		B027				6.

Notes to the Balance Sheet—Other, Continued

	TEXT	Dollar Amount in Thousands	BHCK	Bil	Mil	Thou	
7.	B028						
			B028				7.
8.	B029						
			B029				8.
9.	B030						
			B030				9.
10.	B031						
			B031				10.
11.	B032						
			B032				11.
12.	B033						
			B033				12.
13.	B034						
			B034				13.
14.	B035						
			B035				14.
15.	B036						
			B036				15.
16.	B037						
			B037				16.
17.	B038						
			B038				17.
18.	B039						
			B039				18.
19.	B040						
			B040				19.
20.	B041						
			B041				20.