

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:

June 30, 2009

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 (BHTX 8901)

Area Code / Phone Number (BHTX 8902)

FAX Number (BHTX 9116)

E-mail Address of Contact (BHTX 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:					
(a) Loans secured by 1–4 family residential properties	4435				1.a.(1)(a)
(b) All other loans secured by real estate	4436				1.a.(1)(b)
(c) All other loans.....	F821				1.a.(1)(c)
(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.

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.

Schedule HI—Continued

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
5. 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.
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. Income (loss) before extraordinary items and other adjustments (item 8 minus item 9).....	4300				10.
11. Extraordinary items and other adjustments , net of income taxes ⁵	4320				11.
12. Net income (loss) attributable to bank holding company and noncontrolling (minority) interests (sum of items 10 and 11).....	G104				12.
13. LESS: Net income (loss) attributable to noncontrolling (minority) interests (if net income, report as a positive value; if net loss, report as a negative value)	G103				13.
14. Net income (loss) attributable to bank holding company (item 12 minus item 13)	4340				14.

3. See Schedule HI, memoranda item 6.

4. See Schedule HI, memoranda item 7.

5. Describe on Schedule HI, memoranda item 8.

MEMORANDA

	Dollar Amounts in Thousands				
	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			M.5.
	4150				
6. Other noninterest income (from Schedule HI, item 5.l, above) (only report amounts greater than \$25,000 that exceed 3% of Schedule HI, item 5.l):					
a. Income and fees from the printing and sale of checks.....	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. Net change in the fair values of financial instruments accounted for under a fair value option.....	F229				M.6.f.

Schedule HI—Continued

MEMORANDA—Continued

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
6. g.	Bank card and credit card interchange fees.....	F555				M.6.g.
h.	TEXT 8562	8562				M.6.h.
i.	TEXT 8563	8563				M.6.i.
j.	TEXT 8564	8564				M.6.j.
7.	Other noninterest expense (from Schedule HI, item 7.d, above) (only report amounts greater than \$25,000 that exceed 3% of the sum of Schedule HI, item 7.d):					
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.	Accounting and auditing expenses.....	F556				M.7.h.
i.	Consulting and advisory expenses.....	F557				M.7.i.
j.	Automated teller machine (ATM) and interchange expenses.....	F558				M.7.j.
k.	Telecommunications expenses.....	F559				M.7.k.
l.	TEXT 8565	8565				M.7.l.
m.	TEXT 8566	8566				M.7.m.
n.	TEXT 8567	8567				M.7.n.
8.	Extraordinary items and other adjustments (from Schedule HI, item 11) (itemize all extraordinary items and other adjustments):					
a. (1)	TEXT 3571	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.

Schedule HI—Continued

MEMORANDA—Continued

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
11.	Credit losses on derivatives (see instructions).....	A251				M.11.
Memorandum item 12.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹						
12. a.	Income from the sale and servicing of mutual funds and annuities (in domestic offices).....	8431				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				M.13.
		A530				

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<i>Memorandum item 14 is to be completed by bank holding companies that have elected to account for assets and liabilities under a fair value option.</i>						
14.	Net gains (losses) recognized in earnings on assets and liabilities that are reported at fair value under a fair value option:					
a.	Net gains (losses) on assets.....	F551				M.14.a.
(1)	Estimated net gains (losses) on loans attributable to changes in instrument-specific credit risk.....	F552				M.14.a.(1)
b.	Net gains (losses) on liabilities.....	F553				M.14.b.
(1)	Estimated net gains (losses) on liabilities attributable to changes in instrument-specific credit risk.....	F554				M.14.b.(1)
15.	Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....	C409				M.15.

		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)(a)).....	F228				M.16.

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

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

	Dollar Amounts in Thousands				
	BHCK	Bil	Mil	Thou	
1. Total bank holding company equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income).....	3217				1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507				2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508				3.
	bhct				
4. Net income (loss) attributable to bank holding company (must equal Schedule HI, item 14).....	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 ¹	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 bank holding company equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 27.a on Schedule HC)	bhct				
	3210				15.

1. Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and pension and other postretirement plan related changes other than net periodic benefit cost.

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

Dollar Amounts in Thousands	(Column A) Charge-offs ¹				(Column B) Recoveries				
	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:									
(1) 1–4 family residential construction loans	C891				C892				1.a.(1)
(2) Other construction loans and all land development and other land loans	C893				C894				1.a.(2)
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:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties	C895				C896				1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties.....	C897				C898				1.e.(2)
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).

Dollar Amounts in Thousands	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			

Dollar Amounts in Thousands	Calendar year-to-date				
	BHCK	Bil	Mil	Thou	
II. Changes in allowance for loan and lease losses					
1. Balance most recently reported at end of previous year (i.e., after adjustments from amended Reports of Income).....	B522				1.
	bhct				
2. Recoveries (must equal Schedule HI-B, part I, item 9, column B, above)	4605				2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4).....	BHCK				
	C079				3.
4. Less: Write-downs arising from transfers of loans to a held-for-sale account	5523				4.
	bhct				
5. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230				5.
	BHCK				
6. Adjustments (see instructions for this schedule).....	C233				6.
	bhct				
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

	Dollar Amounts in Thousands				
	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.
<i>Memorandum item 4 is to be completed by all bank holding companies.</i>					
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. Noncontrolling (minority) interest	4484				10.
11. Extraordinary items, net of applicable income taxes and noncontrolling (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 of the initial application of FSP FAS 115-2 on other-than-temporary impairment								
	G894							1.
2. 5352								
	5352							2.
3. 5353								
	5353							3.
4. 5354								
	5354							4.
5. 5355								
	5355							5.
6. B042								
	B042							6.
7. B043								
	B043							7.
8. B044								
	B044							8.
9. B045								
	B045							9.
10. B046								
	B046							10.

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.

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	B001								1.a.
	b. Interest-bearing balances: ²									
	(1) In U.S. offices.....	B0395								1.b.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	B0397								1.b.(2)
2.	Securities:									
	a. Held-to-maturity securities (from Schedule HC-B, column A)	B1754								2.a.
	b. Available-for-sale securities (from Schedule HC-B, column D).....	B1773								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.....	B5369								4.a.
	b. Loans and leases, net of unearned income	B528								4.b.
	c. LESS: Allowance for loan and lease losses	B3123								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)	B3545								5.
6.	Premises and fixed assets (including capitalized leases)	B2145								6.
7.	Other real estate owned (from Schedule HC-M).....	B2150								7.
8.	Investments in unconsolidated subsidiaries and associated companies	B2130								8.
9.	Direct and indirect investments in real estate ventures	B3656								9.
10.	Intangible assets:									
	a. Goodwill.....	B3163								10.a.
	b. Other intangible assets (from Schedule HC-M).....	B0426								10.b.
11.	Other assets (from Schedule HC-F).....	B2160								11.
12.	Total assets (sum of items 1 through 11)	B2170								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				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 offices².....					
	B993				14.a.
	BHCK				
b. Securities sold under agreements to repurchase³.....	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 debentures⁴.....	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. Not applicable					
EQUITY CAPITAL					
Bank Holding Company 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 income⁵	B530				26.b.
c. Other equity capital components⁶.....	A130				26.c.
27. a. Total bank holding company equity capital (sum of items 23 through 26.c).....	3210				27.a.
b. Noncontrolling (minority) interests in consolidated subsidiaries.....	3000				27.b.
28. Total equity capital (sum of items 27.a and 27.b).....	G105				28.
29. Total liabilities and equity capital (sum of items 21 and 28)	3300				29.

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

Schedule HC—Continued

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

BHCK	
C884	

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

a. _____

(1) Name of External Auditing Firm (TEXT C703)

(2) City (TEXT C708)

(3) State Abbrev. (TEXT C714)

(4) Zip Code (TEXT C715)

b. _____

(1) Name of Engagement Partner (TEXT C704)

(2) E-mail Address (TEXT C705)

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

Schedule HC-B—Securities

Dollar Amounts in Thousands	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. Residential pass-through securities:																	
(1) Guaranteed by GNMA	G300				G301				G302				G303				4.a.(1)
(2) Issued by FNMA and FHLMC	G304				G305				G306				G307				4.a.(2)
(3) Other pass-through securities.....	G308				G309				G310				G311				4.a.(3)
b. Other residential mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	G312				G313				G314				G315				4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	G316				G317				G318				G319				4.b.(2)
(3) All other residential mortgage-backed securities	G320				G321				G322				G323				4.b.(3)
c. Commercial MBS:																	
(1) Commercial pass-through securities	G324				G325				G326				G327				4.c.(1)
(2) Other commercial MBS	G328				G329				G330				G331				4.c.(2)
5. Asset-backed securities and structured financial products:																	
a. Asset-backed Securities (ABS)	C026				C988				C989				C027				5.a.
b. Structured financial products:																	
(1) Cash	G336				G337				G338				G339				5.b.(1)
(2) Synthetic	G340				G341				G342				G343				5.b.(2)
(3) Hybrid	G344				G345				G346				G347				5.b.(3)
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.
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				8.
	1754				1771				1772				1773				

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

MEMORANDA

Dollar Amounts in Thousands

	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.

	Held-to-Maturity								Available-for-Sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
<i>Memorandum item 5 is to be completed by bank holding companies with total assets over \$1 billion or with foreign offices.⁴</i>																	
5. Asset-backed securities (ABS) (sum of Memorandum items 5.a through 5.f must equal Schedule HC-B, item 5.a):																	
a. Credit card receivables.....	B838				B839				B840				B841				M.5.a.
b. Home equity lines.....	B842				B843				B844				B845				M.5.b.
c. Automobile loans.....	B846				B847				B848				B849				M.5.c.
d. Other consumer loans.....	B850				B851				B852				B853				M.5.d.
e. Commercial and industrial loans	B854				B855				B856				B857				M.5.e.
f. Other	B858				B859				B860				B861				M.5.f.
6. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 6.a through 6.g must equal Schedule HC-B, sum of items 5.b.(1) through (3)):																	
a. Trust preferred securities issued by financial institutions	G348				G349				G350				G351				M.6.a.
b. Trust preferred securities issued by real estate investment trusts	G352				G353				G354				G355				M.6.b.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.
2. Exclude investments in mutual funds and other equity securities with readily determinable fair values.
3. Report fixed rate debt securities by remaining maturity and floating debt securities by next repricing date.
4. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HC-B—Continued

MEMORANDA—Continued

		Held-to-Maturity								Available-for-Sale								
		(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. c.	Corporate and similar loans	G356				G357				G358				G359				M.6.c.
d.	1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G360				G361				G362				G363				M.6.d.
e.	1-4 family residential MBS not issued or guaranteed by GSEs	G364				G365				G366				G367				M.6.e.
f.	Diversified (mixed) pools of structured financial products	G368				G369				G370				G371				M.6.f.
g.	Other collateral or reference assets	G372				G373				G374				G375				M.6.g.

Schedule HC-C—Loans and Lease Financing Receivables

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

Dollar Amounts in Thousands	(Column A) Consolidated				(Column B) In Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Loans secured by real estate	1410								1.
a. Construction, land development, and other land loans:					BHCK				
(1) 1-4 family residential construction loans					F158				1.a.(1)
(2) Other construction loans and all land development and other land loans.....					F159				1.a.(2)
b. Secured by farmland					BHDM				
c. Secured by 1-4 family residential properties:					1420				1.b.
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....									
(2) Closed-end loans secured by 1-4 family residential properties:					1797				1.c.(1)
(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:									
(1) Loans secured by owner-occupied nonfarm nonresidential properties.....					BHCK				
(2) Loans secured by other nonfarm nonresidential properties.....					F160				1.e.(1)
					F161				1.e.(2)
					BHDM				
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

Dollar Amounts in Thousands

	BHDM	Bil	Mil	Thou	
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1):					
a. Loans secured by 1–4 family residential properties in domestic offices.....	F576				M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	BHCK				
	1616				M.1.b.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above.....	BHCK				
	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.
<i>Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a "consolidated basis are credit card specialty holding companies (as defined in the instructions)</i>					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a, column A)	C391				M.4.
<i>Memorandum item 5 is to be completed by all bank holding companies.</i>					
5. Purchased impaired loans held for investment accounted for in accordance with AICPA Statement of Position 03-3 (exclude loans held for sale):					
a. Outstanding balance	C779				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.
<i>Memorandum items 6.b and 6.c are to be completed by bank holding companies that had closed-end loans with negative amortization features secured by 1–4 family residential properties (as reported in Schedule HC-C, Memorandum item 6.a) as of December 31, 2008, that exceeded the lesser of \$100 million or 5 percent of total loans and leases, net of unearned income, in domestic offices (as reported in Schedule HC-C, item 12, column B).</i>					
b. Total maximum remaining amount of negative amortization contractually permitted on closed-end loans secured by 1–4 family residential properties.....	F231				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.–8. Not applicable.					
9. Loans secured by 1–4 family residential properties in domestic offices in process of foreclosure (included in Schedule HC-C, items 1.c.(1), 1.c.(2)(a), and 1.c.(2)(b)).....	BHDM				
	F577				M.9.

Schedule HC-C—Continued

MEMORANDA—Continued

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

	(Column A) Consolidated				(Column B) Domestic Offices							
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou				
Dollar Amounts in Thousands												
10. Loans measured at fair value:												
a. Loans secured by real estate	F608								M.10.a.			
(1) Construction, land development, and other land loans.....					F578				M.10.a.(1)			
(2) Secured by farmland (including farm residential and other improvements)					F579				M.10.a.(2)			
(3) Secured by 1-4 family residential properties:												
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....					F580				M.10.a.(3)(a)			
(b) Closed-end loans secured by 1-4 family residential properties:												
(i) Secured by first liens.....					F581				M.10.a.(3)(b)(i)			
(ii) Secured by junior liens.....					F582				M.10.a.(3)(b)(ii)			
(4) Secured by multifamily (5 or more) residential properties.....					F583				M.10.a.(4)			
(5) Secured by nonfarm nonresidential properties	F584				M.10.a.(5)							
b. Commercial and industrial loans	F585				F585				M.10.b.			
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):												
(1) Credit cards.....	F586				F586				M.10.c.(1)			
(2) Other revolving credit plans	F587				F587				M.10.c.(2)			
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F588				F588				M.10.c.(3)			
d. Other loans	F589				F589				M.10.d.			
11. Unpaid principal balances of loans measured at fair value (reported in memorandum item 10):												
a. Loans secured by real estate	F609								M.11.a.			
(1) Construction, land development, and other land loans.....					F590				M.11.a.(1)			
(2) Secured by farmland (including farm residential and other improvements)					F591				M.11.a.(2)			
(3) Secured by 1-4 family residential properties:												
(a) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....					F592				M.11.a.(3)(a)			
(b) Closed-end loans secured by 1-4 family residential properties:												
(i) Secured by first liens.....					F593				M.11.a.(3)(b)(i)			
(ii) Secured by junior liens.....					F594				M.11.a.(3)(b)(ii)			
(4) Secured by multifamily (5 or more) residential properties.....					F595				M.11.a.(4)			
(5) Secured by nonfarm nonresidential properties	F596				M.11.a.(5)							
b. Commercial and industrial loans	F597				F597				M.11.b.			
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):												
(1) Credit cards.....	F598				F598				M.11.c.(1)			
(2) Other revolving credit plans	F599				F599				M.11.c.(2)			
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F600				F600				M.11.c.(3)			
d. Other loans	F601				F601				M.11.d.			

Schedule HC-C—Continued

MEMORANDA—Continued

	(Column A) Fair value of acquired loans and leases at acquisition date				(Column B) Gross contractual amounts receivable at acquisition				(Column C) Best estimate at acquisition date of contractual cash flows not expected to be collected				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands													
12. Loans (not subject to the requirements of AICPA Statement of Position 03-3) and leases held for investment that are acquired in business combinations with acquisition dates in the current calendar year:													
a. Loans secured by real estate	G091				G092				G093				M.12.a.
b. Commercial and industrial loans	G094				G095				G096				M.12.b.
c. Loans to individuals for household, family, and other personal expenditures	G097				G098				G099				M.12.c.
d. All other loans and all leases	G100				G101				G102				M.12.d.
Dollar Amounts in Thousands													
13. Not applicable.													
14. Pledged loans and leases	G378												M.14.

Schedule HC-D—Trading Assets and Liabilities

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

	Dollar Amounts in Thousands				(Column A) Consolidated				(Column B) Domestic Offices				
	BHCM	Bil	Mil	Thou	BHCM	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
ASSETS													
1. U.S. Treasury securities.....	3531				3531								1.
2. U.S. government agency obligations (exclude mortgage-backed securities).....	3532				3532								2.
3. Securities issued by states and political subdivisions in the U.S.	3533				3533								3.
4. Mortgage-backed securities (MBS):													
a. Residential pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	BHCK				BHDM								
b. Other residential mortgage-backed securities issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	G379				G379								4.a.
c. All other residential mortgage-backed securities.....	G380				G380								4.b.
d. Commercial MBS	G381				G381								4.c.
5. Other debt securities													
a. Structured financial products:													
(1) Cash	G382				G382								4.d.
(2) Synthetic	G383				G383								5.a.(1)
(3) Hybrid	G384				G384								5.a.(2)
b. All other debt securities	G385				G385								5.a.(3)
6. Loans:													
a. Loans secured by real estate	G386				G386								5.b.
(1) Construction, land development, and other land loans.....	F610												6.a.
(2) Secured by farmland (including farm residential and other improvements).....					F604								6.a.(1)
(3) Secured by 1–4 family residential properties:													
(a) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....					F605								6.a.(2)
(b) Closed-end loans secured by 1–4 family residential properties:													
(i) Secured by first liens.....					F606								6.a.(3)(a)
(ii) Secured by junior liens.....					F607								6.a.(3)(b)(i)
(4) Secured by multifamily (5 or more) residential properties.....					F611								6.a.(3)(b)(ii)
(5) Secured by nonfarm nonresidential properties					F612								6.a.(4)
b. Commercial and industrial loans					F613								6.a.(5)
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):	F614				F614								6.b.
(1) Credit cards.....													
(2) Other revolving credit plans	F615				F615								6.c.(1)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F616				F616								6.c.(2)
d. Other loans	F617				F617								6.c.(3)
7.–8. Not applicable	F618				F618								6.d.
9. Other trading assets.....	BHCM				BHCK								
10. Not applicable	3541				3541								9.
11. Derivatives with a positive fair value	3543				3543								11.
12. Total trading assets (sum of items 1 through 11) (total of column A must equal Schedule HC, item 5).....	bhct				BHDM								
	3545				3545								12.

Schedule HC-D—Continued

	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
LIABILITIES									
13. a. Liability for short positions:									
(1) Equity securities	G209				G209				13.a.(1)
(2) Debt securities	G210				G210				13.a.(2)
(3) All other assets	G211				G211				13.a.(3)
b. All other trading liabilities.....	F624				F624				13.b.
14. Derivatives with a negative fair value.....	3547				3547				14.
15. Total trading liabilities (sum of items 13.a through 14) (total of column A must equal Schedule HC, item 15).....	bhct								
	3548				3548				15.

MEMORANDA

	(Column A) Consolidated				(Column B) Domestic Offices				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
Dollar Amounts in Thousands									
1. Unpaid principal balance of loans measured at fair value (reported in Schedule HC-D, items 6.a. through 6.d.)									
a. Loans secured by real estate	F790								M.1.a.
(1) Construction, land development, and other land loans.....					F625				M.1.a.(1)
(2) Secured by farmland (including farm residential and other improvements)					F626				M.1.a.(2)
(3) Secured by 1-4 family residential properties:									
(a) Revolving, open-end land secured by 1-4 family residential properties and extended under lines of credit					F627				M.1.a.(3)(a)
(b) Closed-end loans secured by 1-4 family residential properties:									
(i) Secured by first liens.....					F628				M.1.a.(3)(b)(i)
(ii) Secured by junior liens.....					F629				M.1.a.(3)(b)(ii)
(4) Secured by multifamily (5 or more) residential properties.....					F630				M.1.a.(4)
(5) Secured by nonfarm nonresidential properties					F631				M.1.a.(5)
b. Commercial and industrial loans	F632				F632				M.1.b.
c. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper):									
(1) Credit cards.....	F633				F633				M.1.c.(1)
(2) Other revolving credit plans	F634				F634				M.1.c.(2)
(3) Other consumer loans (includes single payment, installment, and all student loans).....	F635				F635				M.1.c.(3)
d. Other loans.....	F636				F636				M.1.d.
2. Loans measured at fair value that are past due 90 days or more:									
a. Fair value.....	F639				F639				M.2.a.
b. Unpaid principal balance	F640				F640				M.2.b.
3. Structured financial products by underlying collateral or reference assets (for each column, sum of Memorandum items 3.a through 3.g must equal Schedule HC-D, sum of items 5.a.(1) through (3)):									
a. Trust preferred securities issued by financial institutions	G299				G299				M.3.a.
b. Trust preferred securities issued by real estate investment trusts	G332				G332				M.3.b.
c. Corporate and similar loans	G333				G333				M.3.c.
d. 1-4 family residential MBS issued or guaranteed by U.S. government-sponsored enterprises (GSEs)	G334				G334				M.3.d.
e. 1-4 family residential MBS not issued or guaranteed by GSEs ..	G335				G335				M.3.e.
f. Diversified (mixed) pools of structured financial products	G651				G651				M.3.f.
g. Other collateral or reference assets	G652				G652				M.3.g.

Schedule HC-D—Continued

MEMORANDA (continued)

	(Column A) Consolidated				(Column B) Domestic Offices					
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou		
Dollar Amounts in Thousands										
4. Pledged trading assets:										
a. Pledged securities.....	G387				G387				M.4.a.	
b. Pledged loans.....	G388				G388				M.4.b.	
Dollar Amounts in Thousands										
<i>Memoranda items 5 through 10 are to be completed by bank holding companies that reported average trading assets (Schedule HC-K, item 4.a.) of \$1 billion or more in any of the four preceding quarters.</i>										
5. Asset-backed securities:										
a. Credit card receivables.....	F643								M.5.a.	
b. Home equity lines.....	F644								M.5.b.	
c. Automobile loans.....	F645								M.5.c.	
d. Other consumer loans.....	F646								M.5.d.	
e. Commercial and industrial loans.....	F647								M.5.e.	
f. Other.....	F648								M.5.f.	
6. Retained beneficial interests in securitizations (first-loss or equity tranches).....	F651								M.6.	
7. Equity securities:										
a. Readily determinable fair values.....	F652								M.7.a.	
b. Other.....	F653								M.7.b.	
8. Loans pending securitization.....	F654								M.8.	
9. a. (1) Gross fair value of commodity contracts.....	G212								M.9.a.(1)	
(2) Gross fair value of physical commodities held in inventory.....	G213								M.9.a.(2)	
b. Other trading assets (itemize and describe amounts included in Schedule HC-D, item 9, column A (other than amounts included in Memoranda items 9.a.(1) and 9.a.(2) above) that are greater than \$25,000 and exceed 25% of item 9 less Memoranda items 9.a.(1) and 9.a.(2)):										
(1) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F655</td></tr></table>	BHTX F655	F655								M.9.b.(1)
BHTX F655										
(2) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F656</td></tr></table>	BHTX F656	F656								M.9.b.(2)
BHTX F656										
(3) <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F657</td></tr></table>	BHTX F657	F657								M.9.b.(3)
BHTX F657										
10. Other trading liabilities (itemize and describe amounts included in Schedule HC-D, item 13 that are greater than \$25,000 and exceed 25% of the item)										
a. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F658</td></tr></table>	BHTX F658	F658								M.10.a.
BHTX F658										
b. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F659</td></tr></table>	BHTX F659	F659								M.10.b.
BHTX F659										
c. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>BHTX F660</td></tr></table>	BHTX F660	F660								M.10.c.
BHTX F660										

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands		BHCB	Bil	Mil	Thou	
1. Deposits held in domestic offices of commercial bank subsidiaries of the reporting bank holding company:						
a.	Demand deposits	2210				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

Dollar Amounts in Thousands		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)

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

I. Property and Casualty Underwriting

		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.
		BHDM				
a.	Loans secured by 1–4 family residential properties in domestic offices.....	3465				3.a.
b.	All other loans secured by real estate in domestic offices.....	3466				3.b.
c.	All other loans in domestic offices.....	F724				3.c.
		BHCK				
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.	Total equity capital (excludes limited-life preferred stock)	3519				11.

For Federal Reserve Bank Use Only

C.I.

(Report only transactions with nonrelated institutions)

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

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Unused commitments (report only the unused portions of commitments that are fee paid or otherwise legally binding):					
a. Revolving, open-end loans secured by 1-4 family residential properties, e.g., home equity lines	3814				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.
Item 2.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
a. Amount of financial standby letters of credit conveyed to others	3820				2.a.
3. Performance standby letters of credit and foreign office guarantees	6570				3.
Item 3.a is to be completed by bank holding companies with \$1 billion or more in total assets.¹					
a. Amount of performance standby letters of credit conveyed to others	3822				3.a.
4. Commercial and similar letters of credit	3411				4.
5. Not applicable					
6. Securities lent	3433				6.

7. Credit derivatives:

	(Column A) Sold Protection				(Column B) Purchased Protection				
	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)

c. Notional amounts by regulatory capital treatment:

	BHCK	Bil	Mil	Thou	
(1) Positions covered under the Market Risk Rule:					
(a) Sold protection	G401				7.c.(1)(a)
(b) Purchased protection	G402				7.c.(1)(b)
(2) All other positions:					
(a) Sold protection	G403				7.c.(2)(a)
(b) Purchased protection that is recognized as a guarantee for regulatory capital purposes	G404				7.c.(2)(b)
(c) Purchased protection that is not recognized as a guarantee for regulatory capital purposes	G405				7.c.(2)(c)

1. The \$1 billion asset size test is generally based on the total assets reported as of June 30, 2008.

(Report only transactions with nonrelated institutions)

Schedule HC-L—Continued

		Remaining Maturity of:														
		(Column A) One year or less				(Column B) Over One Year Through Five Years				(Column C) Over Five Years						
Dollar Amounts in Thousands		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou			
7. d. Notional amounts by remaining maturity:																
(1) Sold credit protection:																
(a) Investment grade		G406				G407				G408				7.d.(1)(a)		
(b) Subinvestment grade		G409				G410				G411				7.d.(1)(b)		
(2) Purchased credit protection:																
(a) Investment grade		G412				G413				G414				7.d.(2)(a)		
(b) Subinvestment grade		G415				G416				G417				7.d.(2)(b)		
8. Spot foreign exchange contracts.....		BHCK	Bil	Mil	Thou									8.		
		8765														
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 27.a, "Total bank holding company equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 27.a)																
a. Securities borrowed.....		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. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>6561</td></tr></table>		TEXT	6561													
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		6561												9.d.		
e. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>6562</td></tr></table>		TEXT	6562													
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		6562												9.e.		
f. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>6568</td></tr></table>		TEXT	6568													
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		6568												9.f.		
g. <table border="1" style="display: inline-table; vertical-align: middle;"><tr><td>TEXT</td></tr><tr><td>6586</td></tr></table>		TEXT	6586													
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):																
a. Futures contracts.....																
b. Forward contracts.....																
c. Exchange-traded option contracts:																
(1) Written options																
(2) Purchased options																
d. Over-the-counter option contracts:																
(1) Written options																
(2) Purchased options																
e. Swaps.....																
12. Total gross notional amount of derivative contracts held for trading																
13. Total gross notional amount of derivative contracts held for purposes other than trading																
14. Gross fair values of derivative contracts:																
a. Contracts held for trading:																
(1) Gross positive fair value.....																
(2) Gross negative fair value																
b. Contracts held for purposes other than trading:																
(1) Gross positive fair value.....																
(2) Gross negative fair value																

Schedule HC-L—Continued

Item 15 is to be completed only by bank holding companies with total assets of \$10 billion or more.¹

	(Column A) Banks and Securities Firms				(Column B) Monoline Financial Guarantors				(Column C) Hedge Funds				(Column D) Sovereign Governments				(Column E) Corporations and All Other Counterparties				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands																					
15. Over-the counter derivatives:																					
a. Net current credit exposure	G418				G419				G420				G421				G422				15.a.
b. Fair value of collateral:																					
(1) Cash—U.S. dollar	G423				G424				G425				G426				G427				15.b.(1)
(2) Cash—Other currencies	G428				G429				G430				G431				G432				15.b.(2)
(3) U.S. Treasury securities	G433				G434				G435				G436				G437				15.b.(3)
(4) U.S. Government agency and U.S. Government-sponsored agency debt securities	G438				G439				G440				G441				G442				15.b.(4)
(5) Corporate bonds	G443				G444				G445				G446				G447				15.b.(5)
(6) Equity securities	G448				G449				G450				G451				G452				15.b.(6)
(7) All other collateral	G453				G454				G455				G456				G457				15.b.(7)
(8) Total fair value of collateral (sum of items 15.b.(1) through (7))	G458				G459				G460				G461				G462				15.b.(8)

1. The \$10 billion asset size test is generally based on the total assets reported as of June 30, 2008.

Schedule HC-M—Memoranda

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Total number of bank holding company common shares outstanding.....	NUMBER (UNROUNDED)				1.
	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				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries.....	6556				3.
4. Other assets acquired in satisfaction of debts previously contracted	6557				4.
5. Securities purchased under agreements to resell offset against securities sold under agreements to repurchase on Schedule HC.....	A288				5.
6. Not applicable					
7. Not applicable					
8. Has the bank holding company entered into a business combination during the calendar year that was accounted for by the purchase method of accounting? (Enter "1" for yes; enter "0" for no).....	BHCK				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 question 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	2150				13.
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				
16. Assets under management in proprietary mutual funds and annuities	BHCK				16.
	B570				

Schedule HC-M—Continued

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

Dollar Amounts in Thousands	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 items 23 and 24 are 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.
24. Issuances associated with the U.S. Department of Treasury Capital Purchase Program:						
a. Senior perpetual preferred stock or similar items	G234					24.a.
b. Warrants to purchase common stock or similar items	G235					24.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:													
(1) 1–4 family residential construction loans	F172				F174				F176				1.a.(1)
(2) Other construction loans and all land development and other land loans	F173				F175				F177				1.a.(2)
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:													
(1) Loans secured by owner-occupied nonfarm non-residential properties	F178				F180				F182				1.e.(1)
(2) Loans secured by other nonfarm nonresidential properties	F179				F181				F183				1.e.(2)
f. In foreign offices	B572				B573				B574				1.f.
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	1594				1597				1583				3.
4. Commercial and industrial loans	1606				1607				1608				4.
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)	B578				B579				B580				5.b.
6. Loans to foreign governments and official institutions	5389				5390				5391				6.
7. All other loans	5459				5460				5461				7.
8. Lease financing receivables:													
a. Leases to individuals for household, family, and other personal expenditures	F166				F167				F168				8.a.
b. All other leases	F169				F170				F171				8.b.

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.

Schedule HC-N—Continued

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual					
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou		
Dollar Amounts in Thousands														
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505				3506				3507					9.
10. TOTAL (sum of items 1 through 9)	5524				5525				5526					10.
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.

MEMORANDA

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual					
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou		
Dollar Amounts in Thousands														
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, memoranda item 1)														
a. Loans secured by 1-4 family residential properties in domestic offices.....	F661				F662				F663					M.1.a.
b. Other loans and all other leases (exclude loans to individuals for household, family, and other personal expenditures).....	1658				1659				1661					M.1.b.
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 and loans measured at fair value (included in Schedule HC-N, items 1 through 8 above)														
a. Loans and leases held for sale.....	C240				C241				C226					M.5.a.
b. Loans measured at fair value:														
(1) Fair value	F664				F665				F666					M.5.b.(1)
(2) Unpaid principal balance.....	F667				F668				F669					M.5.b.(2)

Schedule HC-N—Continued

MEMORANDA—Continued

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).

	Dollar Amounts in Thousands								
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
6. Derivative contracts:									
Fair value of amounts carried as assets	3529				3530				M.6.

	Dollar Amounts in Thousands				
	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-P—1-4 Family Residential Mortgage Banking Activities in Domestic Offices

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

Dollar Amounts in Thousands				BHCK	Bil	Mil	Thou	
1. Retail originations during the quarter of 1-4 family residential mortgage loans for sale: ²								
a. Closed-end first liens.....				F066				1.a.
b. Closed-end junior liens.....				F067				1.b.
c. Open-end loans extended under lines of credit:				BHDM				
(1) Total commitment under the lines of credit				F670				1.c.(1)
(2) Principal amount funded under the lines of credit.....				F671				1.c.(2)
2. Wholesale originations and purchases during the quarter of 1-4 family residential mortgage loans for sale: ²								
a. Closed-end first liens.....				BHCK				
b. Closed-end junior liens.....				F068				2.a.
c. Open-end loans extended under lines of credit:				F069				2.b.
(1) Total commitment under the lines of credit				BHDM				
(2) Principal amount funded under the lines of credit.....				F672				2.c.(1)
				F673				2.c.(2)
3. 1-4 family residential mortgages sold during the quarter:								
a. Closed-end first liens.....				BHCK				
b. Closed-end junior liens.....				F070				3.a.
c. Open-end loans extended under lines of credit:				F071				3.b.
(1) Total commitment under the lines of credit				BHDM				
(2) Principal amount funded under the lines of credit.....				F674				3.c.(1)
				F675				3.c.(2)
4. 1-4 family residential mortgages held for sale at quarter-end (included in Schedule HC, item 4.a):								
a. Closed-end first liens.....				BHCK				
b. Closed-end junior liens.....				F072				4.a.
c. Open-end loans extended under lines of credit.....				F073				4.b.
(1) Total commitment under the lines of credit				BHDM				
(2) Principal amount funded under the lines of credit.....				F676				4.c.(1)
				F677				4.c.(2)
5. Noninterest income for the quarter from the sale, securitization, and servicing of 1-4 family residential mortgage loans (included in Schedule HI, items 5.f, 5.g, and 5.i):								
a. Closed-end 1-4 family residential mortgage loans				BHCK				
				F184				5.a.
b. Open-end 1-4 family residential mortgage loans extended under lines of credit				BHDM				
				F560				5.b.
6. Repurchases and indemnifications of 1-4 family residential mortgage loans during the quarter:								
a. Closed-end first liens.....				F678				6.a.
b. Closed-end junior liens.....				F679				6.b.
c. Open-end loans extended under lines of credit:								
(1) Total commitment under the lines of credit				F680				6.c.(1)
(2) Principal amount funded under the lines of credit.....				F681				6.c.(2)

1. The \$1 billion asset size test is generally based on the total assets reported as of **June 30, 2008**.

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

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

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

	(Column A) Total Fair Value Reported on Schedule HC			(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands																				
ASSETS	bhcy																			
1. Available-for-sale securities	1773			G474				G475				G476				G477				1.
2. Federal funds sold and securities purchased under agreements to resell	BHCK																			
	G478			G479				G480				G481				G482				2.
3. Loans and leases held for sale	G483			G484				G485				G486				G487				3.
4. Loans and leases held for investment	G488			G489				G490				G491				G492				4.
5. Trading assets:	bhct																			
a. Derivative assets	3543			G493				G494				G495				G496				5.a.
	BHCK																			
b. Other trading assets	G497			G498				G499				G500				G501				5.b.
(1) Nontrading securities at fair value with changes in fair value reported in current earnings (included in Schedule HC-Q, item 5.b, above).....	F240			F684				F692				F241				F242				5.b.(1)
6. All other assets	G391			G392				G395				G396				G804				6.
7. Total assets measured at fair value on a recurring basis	G502			G503				G504				G505				G506				7.
LIABILITIES																				
8. Deposits	F252			F686				F694				F253				F254				8.
9. Federal funds purchased and securities sold under agreements to repurchase	G507			G508				G509				G510				G511				9.
10. Trading liabilities:	bhct																			
a. Derivative liabilities	3547			G512				G513				G514				G515				10.a.
	BHCK																			
b. Other trading liabilities	G516			G517				G518				G519				G520				10.b.
11. Other borrowed money	G521			G522				G523				G524				G525				11.
12. Subordinated notes and debentures	G526			G527				G528				G529				G530				12.
13. All other liabilities	G805			G806				G807				G808				G809				13.
14. Total liabilities measured at fair value on a recurring basis	G531			G532				G533				G534				G535				14.

Schedule HC-Q—Continued

	(Column A) Total Fair Value Reported on Schedule HC				(Column B) LESS: Amounts Netted in the Determination of Total Fair Value				(Column C) Level 1 Fair Value Measurements				(Column D) Level 2 Fair Value Measurements				(Column E) Level 3 Fair Value Measurements				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
Dollar Amounts in Thousands																					
Memoranda																					
1. All other assets (itemize and describe amounts included in Schedule HC-Q, item 6 that are greater than \$25,000 and exceed 25% of item 6):																					
a. Mortgage servicing assets	G536				G537				G538				G539				G540				M.1.a.
b. Nontrading derivative assets	G541				G542				G543				G544				G545				M.1.b.
c. <small>BHTX G546</small>	G546				G547				G548				G549				G550				M.1.c.
d. <small>BHTX G551</small>	G551				G552				G553				G554				G555				M.1.d.
e. <small>BHTX G556</small>	G556				G557				G558				G559				G560				M.1.e.
f. <small>BHTX G561</small>	G561				G562				G563				G564				G565				M.1.f.
2. All other liabilities (itemize and describe amounts included in Schedule HC-Q, item 13 that are greater than \$25,000 and exceed 25% of item 13):																					
a. Loan commitments (not accounted for as derivatives)	F261				F689				F697				F262				F263				M.2.a.
b. Nontrading derivative liabilities	G566				G567				G568				G569				G570				M.2.b.
c. <small>BHTX G571</small>	G571				G572				G573				G574				G575				M.2.c.
d. <small>BHTX G576</small>	G576				G577				G578				G579				G580				M.2.d.
e. <small>BHTX G581</small>	G581				G582				G583				G584				G585				M.2.e.
f. <small>BHTX G586</small>	G586				G587				G588				G589				G590				M.2.f.

C.I.

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 bank holding company equity capital (from Schedule HC, item 27.a).....	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 8434				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 Class A noncontrolling (minority) interests in consolidated subsidiaries	G214				6.a.
b. Qualifying restricted core capital elements (other than cumulative perpetual preferred stock) ²	G215				6.b.
c. Qualifying mandatory convertible preferred securities of internationally active bank holding companies	G216				6.c.
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., 6.b., and 6.c., 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, redeemable preferred stock, and restricted core capital elements² (except Class B noncontrolling (minority) interest) not includible in items 6.b. or 6.c.	G217				12.
13. Cumulative perpetual preferred stock included in item 5 and Class B noncontrolling (minority) interest not included in 6.b., but includible in Tier 2 capital	G218				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 3368				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 B596				26.
27. Average total assets for leverage capital purposes (item 22 less items 23 through 26).....	A224				27.
28.–30. Not applicable					
Capital ratios					
31. Tier 1 leverage ratio (item 11 divided by item 27)	BHCK 7204	Percentage			31.
32. Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	_____ %			32.
33. Total risk-based capital ratio (item 21 divided by item 62)	7205	_____ %			33.

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

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

Schedule HC-R—Continued

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-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%			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																			
Balance Sheet Asset Categories				BHCE			BHC0			BHC2			BHC5			BHC9			
34. Cash and due from depository institutions (column A equals the sum of Schedule HC, items 1.a, 1.b.(1) and 1.b.(2)).....																			34.
	BHCK 0010																		
	bhcx 1754																		
35. Held-to-maturity securities																			35.
	bhcx 1773																		
36. Available-for-sale securities																			36.
37. Federal funds sold and securities purchased under agreements to resell.....																			37.
	BHCK C225																		
	bhct 5369																		
38. Loans and leases held for sale																			38.
	bhct B528																		
39. Loans and leases, net of unearned income																			39.
	bhcx 3123																		
40. LESS: Allowance for loan and lease losses																			40.
	bhcx 3545																		
41. Trading assets.....																			41.
	BHCK B639																		
42. All other assets ¹																			42.
	bhct 2170																		
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)					
	Allocation by Risk Weight Category									0%			20%			50%			100%			
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
Dollar Amounts in Thousands	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.a.
53. Unused commitments:	BHCK G591			.10																		53.b.
	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

	(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk Weight Category												
	0%			20%			50%			100%			
Dollar Amounts in Thousands	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
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.
										BHCK A223			
62. Total risk-weighted assets (item 59 minus items 60 and 61).....													

Schedule HC-R—Continued

MEMORANDA

															Dollar Amounts in Thousands															
															BHCK	Bil	Mil	Thou												
1. Current credit exposure across all derivative contracts covered by the risk-based capital standards															8764										M.1.					
															With a remaining maturity of															
															(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years					
															BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	
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:																														
Purchased credit protection that (a) is a covered position under the market risk rule or (b) is not a covered position under the market risk rule and is not recognized as a guarantee for risk-based capital purposes:																														
(1) Investment grade															G597					G598					G599					M.2.g.(1)
(2) Subinvestment grade															G600					G601					G602					M.2.g.(2)
															Dollar Amounts in Thousands															
															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				M.3.a.											
b. Not applicable.																														
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities) (included in Schedule HC, item 27.b)															C498				M.3.c.											
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 27.b)															A507				M.3.d.											
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 26.c)															2771				M.4.											
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 26.c):																														
a. In the form of perpetual preferred stock															5483				M.5.a.											
b. In the form of common stock															5484				M.5.b.											

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

Schedule HC-R—Continued

MEMORANDA—Continued

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
6.	Market risk equivalent assets attributable to specific risk (included in Schedule HC-R, item 58)	F031				M.6.
7.	Not applicable					
8.	Restricted core capital elements included in Tier 1 capital:					
a.	Qualifying Class B noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G219				M.8.a
b.	Qualifying Class C noncontrolling (minority) interest (included in Schedule HC, item 27.b)	G220				M.8.b.
c.	Qualifying cumulative perpetual preferred stock (included in Schedule HC, item 27.a)	5990				M.8.c.
d.	Qualifying trust preferred securities² (included in Schedule HC, item 19.b)	C502				M.8.d.
9.	Goodwill net of any associated deferred tax liability	G221				M.9.
10.	Ratio of qualifying restricted core capital elements to total core capital elements less (goodwill net of any associated deferred tax liability).....	BHCK	Percentage			
		G222	— — . — — %			M.10.
2.	Includes subordinated notes payable to unconsolidated trusts issuing trust preferred securities net of the bank holding company's investment in the trust, and trust preferred securities issued by consolidated special purpose entities, that qualify as Tier 1 capital.					

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

																					C000
Dollar Amounts in Thousands																					
(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans, All Leases, and All Other Assets			
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			
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			
b. Subordinated securities and other residual interests																					
BHCK C393			BHCK C394			BHCK C395			BHCK C396			BHCK C397			BHCK C398			BHCK C399			
c. Standby letters of credit and other enhancements.....																					
BHCK C400			BHCK C401			BHCK C402			BHCK C403			BHCK C404			BHCK C405			BHCK C406			
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			
4. Past due loan amounts included in item 1:																					
a. 30-89 days past due																					
BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739			
b. 90 days or more past due.....																					
BHCK B740			BHCK B741			BHCK B742			BHCK B743			BHCK B744			BHCK B745			BHCK B746			
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date):																					
a. Charge-offs.....																					
BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753			
b. Recoveries																					
BHCK B754			BHCK B755			BHCK B756			BHCK B757			BHCK B758			BHCK B759			BHCK B760			

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.
d. 1-4 family residential mortgages serviced for others that are in process of foreclosure at quarter-end (includes closed-end and open-end loans)	F699				M.2.d.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806				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 Amounts 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 Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Amount of excess restricted core capital elements included in Schedule HC-R, item 10.					1.
		G914				
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 Amounts 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.