

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 \$150 million or more. In addition, multibank holding companies with debt outstanding to the general public or that are engaged in a nonbank activity (either directly or indirectly) involving financial leverage or engaged in credit extending activities, 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, except that lower-tiered bank holding companies that have total consolidated assets of \$1 billion or more must also file this report (FR Y-9C). 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: The Consolidated Financial Statements for Bank Holding Companies must be signed by one director of the bank holding company. This individual should also be a senior official of the bank holding company. In the event that the bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

The Consolidated Financial Statements for Bank Holding Companies is to be prepared in accordance with the instructions provided by the Federal Reserve System.

Date of Report:

September 30, 2001

Month / Date / Year (BHCK 9999)

I, _____
Name and Title of Officer

have reviewed the Consolidated Financial Statements for Bank Holding Companies filed by the named bank holding company and have transmitted a copy of the report to the Board of Directors for their information.

Legal Title of Bank Holding Company (TEXT 9010)

Signature of Bank Holding Company Official

(Mailing Address of the Bank Holding Company) Street / P.O. Box (TEXT9110)

Date of Signature

City (TEXT 9130) State (TEXT 9200) Zip Code (TEXT 9220)

Return to the appropriate Federal Reserve District Bank the completed original and the number of copies specified by that District Bank.

Person to whom questions about this report should be directed:

<i>For Federal Reserve Bank Use Only</i>	
RSSD ID _____	
C.I. _____	S.F. _____

Name / Title (TEXT 8901)

Area Code / Phone Number (TEXT 8902)

FAX Number (TEXT 9116)

Report of Income for Bank Holding Companies

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

Schedule HI—Consolidated Income Statement

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Interest income					
a. Interest and fee income on loans:					
(1) In domestic offices	4010				1.a.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059				1.a.(2)
b. Income from lease financing receivables	4065				1.b.
c. Interest income on balances due from depository institutions ¹	4115				1.c.
d. Interest and dividend income on securities:					
(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488				1.d.(1)
(2) Mortgage-backed securities	B489				1.d.(2)
(3) All other securities	4060				1.d.(3)
e. Interest income from trading assets	4069				1.e.
f. Interest income on federal funds sold and securities purchased under agreements to resell	4020				1.f.
g. Other interest income	4518				1.g.
h. Total interest income (sum of items 1.a through 1.g)	4107				1.h.
2. Interest expense					
a. Interest on deposits:					
(1) In domestic offices:					
(a) Time deposits of \$100,000 or more	A517				2.a.(1)(a)
(b) Time deposits of less than \$100,000	A518				2.a.(1)(b)
(c) Other deposits	6761				2.a.(1)(c)
(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172				2.a.(2)
b. Expense on federal funds purchased and securities sold under agreements to repurchase	4180				2.b.
c. Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures)	4185				2.c.
d. Interest on subordinated notes and debentures and on mandatory convertible securities	4397				2.d.
e. Other interest expense	4398				2.e.
f. Total interest expense (sum of items 2.a through 2.e)	4073				2.f.
3. Net interest income (item 1.h minus item 2.f)	4074				3.
4. Provision for loan and lease losses (from Schedule HI-B, part II, item 4)	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. Investment banking, advisory, brokerage, and underwriting fees and commissions	B490				5.d.
e. Venture capital revenue	B491				5.e.
f. Net servicing fees	B492				5.f.
g. Net securitization income	B493				5.g.
h. Insurance commissions and fees	B494				5.h.
i. Net gains (losses) on sales of loans and leases	8560				5.i.
j. Net gains (losses) on sales of other real estate owned	8561				5.j.
k. Net gains (losses) on sales of other assets (excluding securities)	B496				5.k.
l. Other noninterest income ³	B497				5.l.
m. Total noninterest income (sum of items 5.a through 5.l)	4079				5.m.
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.

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.d.

3. See Schedule HI, Memoranda item 6.

Schedule HI—Continued

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
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. Amortization expense of intangible assets (including goodwill)	4531				7.c.
d. Other noninterest expense ⁴	4092				7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093				7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301				8.
9. Applicable income taxes (foreign and domestic)	4302				9.
10. Minority interest	4484				10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300				11.
12. Extraordinary items, net of applicable taxes and minority interest ⁵	4320				12.
13. Net income (loss) (sum of items 11 and 12)	4340				13.

4. See Schedule HI, Memoranda item 7.
5. Describe on Schedule HI, Memoranda item 8.

Memoranda

	BHCK	Bil	Mil	Thou	
1. Net interest income (item 3 above) on a fully taxable equivalent basis	4519				M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis	4592				M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above)	4313				M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d.(3), above)	4507				M.4.

	BHCK	Number
5. Number of full-time equivalent employees at end of current period (round to nearest whole number)	4150	

6. Other noninterest income (from Schedule HI, item 5.l, above) **(itemize and describe the three largest amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):**

	For Federal Reserve Use Only		BHCK	Bil	Mil	Thou	
a.	TEXC 8562	TEXT 8562	8562				M.6.a.
b.	TEXC 8563	TEXT 8563	8563				M.6.b.
c.	TEXC 8564	TEXT 8564	8564				M.6.c.

7. Other noninterest expense (from Schedule HI, item 7.d, above) **(itemize and describe the three largest amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):**

	For Federal Reserve Use Only		BHCK	Bil	Mil	Thou	
a.	TEXC 8565	TEXT 8565	8565				M.7.a.
b.	TEXC 8566	TEXT 8566	8566				M.7.b.
c.	TEXC 8567	TEXT 8567	8567				M.7.c.

Schedule HI—Continued

Memoranda (continued)

Dollar Amounts in Thousands

				BHCK	Bil	Mil	Thou	
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):								
	For Federal Reserve Use Only							
a. (1)	TEXC 6373	TEXT	Effect of adopting FAS 133, Accounting for Derivative Instruments and Hedging Activities	6373				M.8.a.(1)
(2)			Applicable income tax effect	BHCK 3572				M.8.a.(2)
	For Federal Reserve Use Only							
b. (1)	TEXC 3573	TEXT		3573				M.8.b.(1)
(2)			Applicable income tax effect	BHCK 3574				M.8.b.(2)
	For Federal Reserve Use Only							
c. (1)	TEXC 3575	TEXT		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.d 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 as of the March 31st report date of the current 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.
10. Impact on income of derivatives held for purposes other than trading:								
a.			Net increase (decrease) to interest income	8761				M.10.a.
b.			Net (increase) decrease to interest expense	8762				M.10.b.
c.			Other (noninterest) allocations	8763				M.10.c.
11.			Credit losses on derivatives (see instructions)	A251				M.11.
12. a.			Income from the sale and servicing of mutual funds and annuities (in domestic offices) ..	8431				M.12.a.
b.			Premiums	B982				M.12.b.
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 "2" for no.)				BHCK	A530			M.13.

Schedule HI-A—Changes in Equity Capital

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Equity capital most recently reported for the end of previous calendar year (i.e., after adjustments from amended Reports of Income)	3217				1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles	B507				2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2)	B508				3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13)	4340				4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross	3577				5.a.
b. Conversion or retirement of perpetual preferred stock	3578				5.b.
6. Sale of common stock:					
a. Sale of common stock, gross	3579				6.a.
b. Conversion or retirement of common stock	3580				6.b.
7. Sale of treasury stock	4782				7.
8. LESS: Purchase of treasury stock	4783				8.
9. Changes incident to business combinations, net	4356				9.
10. LESS: Cash dividends declared on preferred stock	4598				10.
11. LESS: Cash dividends declared on common stock	4460				11.
12. Other comprehensive income 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 equity capital end of current period (sum of items 3, 4, 5, 6, 7, 9, 12, 13, and 14, less items 8, 10, and 11) (must equal item 28 on Schedule HC, Balance Sheet)	bhct				
	3210				15.

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

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

Dollar Amounts in Thousands

I. Charge-offs and Recoveries on Loans and Leases (Fully Consolidated)	Charge-offs ¹ (Column A)				Recoveries (Column B)				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate:									
a. Construction, land development, and other land loans in domestic offices.....	3582				3583				1.a.
b. Secured by farmland in domestic offices	3584				3585				1.b.
c. Secured by 1-4 family residential properties in domestic offices:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5411				5412				1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices	5413				5414				1.c.(2)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3588				3589				1.d.
e. Secured by nonfarm nonresidential properties in domestic offices	3590				3591				1.e.
f. In foreign offices	B512				B513				1.f.
2. Loans to depository institutions and acceptances of other banks:									
a. To U.S. banks and other U.S. depository institutions	4653				4663				2.a.
b. To foreign banks	4654				4664				2.b.
3. Loans to finance agricultural production and other loans to farmers.....	4655				4665				3.
4. Commercial and industrial loans:									
a. To U.S. addressees (domicile)	4645				4617				4.a.
b. To non-U.S. addressees (domicile)	4646				4618				4.b.
5. Loans to individuals for household, family, and other personal expenditures:									
a. Credit cards	B514				B515				5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards)	B516				B517				5.b.
6. Loans to foreign governments and official institutions	4643				4627				6.
7. All other loans	4644				4628				7.
8. Lease financing receivables:									
a. To U.S. addressees (domicile)	4658				4668				8.a.
b. To non-U.S. addressees (domicile)	4659				4669				8.b.
9. Total (sum of items 1 through 8)	4635				4605				9.

Memoranda

	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.

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

Schedule HI-B—Continued

Dollar Amounts in Thousands

	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 Part I, item 9, Column B, above)	4605				2.
3. LESS: Charge-offs (sum of Part I, item 9, Column A above and amount reported in Notes to the Income Statement, item 1)	BHCK				
	C079				3.
	bhct				
4. Provision for loan and lease losses (must equal Schedule HI, item 4)	4230				4.
	BHCK				
5. Adjustments* (see instructions for this schedule)	4815				5.
6. Balance at end of current period (sum of items 1 through 5 must equal Schedule HC, item 4.c)	bhct				
	3123				6.

* Include as a negative number write-downs arising from transfers of loans to the held-for-sale account and describe separately in the Notes to the Income Statement, item 1.

Notes to the Income Statement

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

Dollar amount in thousands

TEXT	BHCK	Bil	Mil	Thou
1. 5523 Write-downs arising from transfers of loans to held-for-sale account				
	5523			
2. 5352				
	5352			
3. 5353				
	5353			
4. 5354				
	5354			
5. 5355				
	5355			
6. B042				
	B042			
7. B043				
	B043			
8. B044				
	B044			
9. B045				
	B045			
10. B046				
	B046			

Notes to the Income Statement—Continued

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

For Federal Reserve Bank Use Only
C.I. _____

Name of Bank Holding Company _____

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business _____

Schedule HC—Consolidated Balance Sheet

Dollar Amounts in Thousands

ASSETS	BHCK	Bil	Mil	Thou	
1. Cash and balances due from depository institutions:					
a. Noninterest-bearing balances and currency and coin	0081				1.a.
b. Interest-bearing balances:					
(1) In U.S. offices.....	0395				1.b.(1)
(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	0397				1.b.(2)
2. Securities:					
a. Held-to-maturity securities (from Schedule HC-B, column A)	1754				2.a.
b. Available-for-sale securities (from Schedule HC-B, column D)	1773				2.b.
3. Federal funds sold and securities purchased under agreements to resell	1350				3.
4. Loans and lease financing receivables:					
a. Loans and leases held for sale	5369				4.a.
b. Loans and leases, net of unearned income	B528				4.b.
c. LESS: Allowance for loan and lease losses	3123				4.c.
d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus 4.c)	B529				4.d.
5. Trading assets (from Schedule HC-D)	3545				5.
6. Premises and fixed assets (including capitalized leases)	2145				6.
7. Other real estate owned (from Schedule HC-M)	2150				7.
8. Investments in unconsolidated subsidiaries and associated companies	2130				8.
9. Customers' liability on acceptances outstanding	2155				9.
10. Intangible assets:					
a. Goodwill.....	3163				10.a.
b. Other intangible assets (from Schedule HC-M).....	0426				10.b.
11. Other assets (from Schedule HC-F).....	2160				11.
12. Total assets (sum of items 1 through 11).....	2170				12.

Schedule HC—Continued

Dollar Amounts in Thousands

LIABILITIES	BHDM	Bil	Mil	Thou	
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	BHCK				14.
15. Trading liabilities (from Schedule HC-D)	2800				15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....	3548				16.
17. Not applicable					
18. Liability on acceptances executed and outstanding.....	3190				18.
19. Subordinated notes and debentures ²					
20. Other liabilities (from Schedule HC-G).....	2920				19.
21. Total liabilities (sum of items 13 through 20)	4062				20.
22. Minority interest in consolidated subsidiaries and similar items.....	2750				21.
	2948				22.
	3000				
EQUITY CAPITAL					
23. Perpetual preferred stock and related surplus	3283				23.
24. Common stock (par value)	3230				24.
25. Surplus (exclude all surplus related to preferred stock)	3240				25.
26. a. Retained earnings	3247				26.a.
b. Accumulated other comprehensive income ³	B530				26.b.
27. Other equity capital components ⁴	A130				27.
28. Total equity capital (sum of items 23 through 27).....	3210				28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22, and 28).....	3300				29.

1. Includes total demand deposits and noninterest-bearing time and savings deposits.
2. Includes limited-life preferred stock and related surplus.
3. 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.
4. Includes treasury stock and unearned Employee Stock Ownership Plan shares.

Schedule HC-B—Securities

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. U.S. Treasury securities.....	0211				0213				1286				1287				1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																	
a. Issued by U.S. government agencies ¹	1289				1290				1291				1293				2.a.
b. Issued by U.S. government- sponsored agencies ²	1294				1295				1297				1298				2.b.
3. Securities issued by states and political subdivisions in the U.S.	8496				8497				8498				8499				3.
4. Mortgage-backed securities (MBS)																	
a. Pass-through securities:																	
(1) Guaranteed by GNMA.....	1698				1699				1701				1702				4.a.(1)
(2) Issued by FNMA and FHLMC.....	1703				1705				1706				1707				4.a.(2)
(3) Other pass-through securities.....	1709				1710				1711				1713				4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1714				1715				1716				1717				4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	1718				1719				1731				1732				4.b.(2)
(3) All other mortgage-backed securities.....	1733				1734				1735				1736				4.b.(3)
5. Asset-backed securities (ABS):																	
a. Credit card receivables	B838				B839				B840				B841				5.a.
b. Home equity lines	B842				B843				B844				B845				5.b.
c. Automobile loans	B846				B847				B848				B849				5.c.
d. Other consumer loans	B850				B851				B852				B853				5.d.
e. Commercial and industrial loans ...	B854				B855				B856				B857				5.e.
f. Other	B858				B859				B860				B861				5.f.
6. Other debt securities:																	
a. Other domestic debt securities	1737				1738				1739				1741				6.a.
b. Foreign debt securities	1742				1743				1744				1746				6.b.

1. Includes Small Business Administration "Guaranteed Loan Pool Certificates," U.S. Maritime Administration obligations, and Export-Import Bank participation certificates.
2. Includes obligations (other than mortgage-backed securities) issued by the Farm Credit System, the Federal Home Loan Bank System, the Federal Home Loan Mortgage Corporation, the Federal National Mortgage Association, the Financing Corporation, Resolution Funding Corporation, the Student Loan Marketing Association, and the Tennessee Valley Authority.

Schedule HC-B—Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-sale												
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value ¹								
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou					
7. Investments in mutual funds and other equity securities with readily determinable fair values.....																					
																					A510
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								
	1754				1771				1772				1773				8.				

Memoranda

	BHCK	Bil	Mil	Thou	
1. Pledged securities ¹	0416				M.1.
2. Remaining maturity of debt securities (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.

1. Includes held-to-maturity securities at amortized cost and available-for-sale securities at fair value.

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 and (2) other loans and leases, net of unearned income. Report loans and leases net of any applicable allocated transfer risk reserve. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	Consolidated (Column A)				In Domestic Offices (Column B)				
	BHCK	Bil	Mil	Thou	BHDM	Bil	Mil	Thou	
1. Loans secured by real estate.....	1410								1.
a. Construction, land development, and other land loans					1415				1.a.
b. Secured by farmland.....					1420				1.b.
c. Secured by 1–4 family residential properties:									
(1) Revolving, open-end loans secured by 1–4 family residential properties and extended under lines of credit.....					1797				1.c.(1)
(2) Closed-end loans secured by 1–4 family residential properties:									
(a) Secured by first liens.....					5367				1.c.(2)(a)
(b) Secured by junior liens.....					5368				1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....					1460				1.d.
e. Secured by nonfarm nonresidential properties.....					1480				1.e.
2. Loans to depository institutions and acceptances of other banks					1288				2.
a. To U.S. banks and other U.S. depository institutions.....	1292								2.a.
b. To foreign banks.....	1296								2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1590				1590				3.
4. Commercial and industrial loans.....					1766				4.
a. To U.S. addressees (domicile).....	1763								4.a.
b. To non-U.S. addressees (domicile).....	1764								4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....					1975				6.
a. Credit cards	B538								6.a.
b. Other revolving credit plans	B539								6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....	2011								6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081				2081				7.
8. Not applicable									
9. All other loans.....	1635				1635				9.
10. Lease financing receivables (net of unearned income).....					2165				10.
a. To U.S. addressees (domicile).....	2182								10.a.
b. To non-U.S. addressees (domicile).....	2183								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

Dollar Amounts in Thousands

Memoranda	Consolidated				
	BHCK	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 2) (exclude loans secured by 1–4 family residential properties and loans to individuals for household, family, and other personal expenditures)	1616				M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-C, items 4 and 9, column A, above ...	2746				M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A)	B837				M.3.

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 as of the March 31st report date of the current calendar year.

Dollar Amounts in Thousands

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

Schedule HC-E—Deposit Liabilities¹

Dollar Amounts in Thousands

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

Memoranda

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

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

Schedule HC-F—Other Assets

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Accrued interest receivable	B556				1.
2. Net deferred tax assets¹	2148				2.
3. Interest-only strips receivable (not in the form of a security) ² 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	1752				4.
5. Other	2168				5.
	bhct				
6. Total (sum of items 1 through 5) (must equal Schedule HC, item 11).....	2160				6.

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

2. 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.

Schedule HC-G—Other Liabilities

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Not applicable					
2. Net deferred tax liabilities¹	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 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 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 Activities

Part I—Property and Casualty

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
ASSETS					
1. Reinsurance recoverables	B988				1.
LIABILITIES					
2. Claims and claims adjustment expense reserves	B990				2.
3. Unearned premiums.....	B991				3.

Part II—Life and Health

	BHCK	Bil	Mil	Thou	
ASSETS					
1. Separate account assets.....	B992				1.
LIABILITIES					
2. Policyholder benefits and contractholder funds.....	B994				2.
3. Separate account liabilities	B996				3.

Part III—All Insurance-Related Activities

	BHCK	Bil	Mil	Thou	
1. Total assets	B997				1.
2. Net income	B998				2.

Schedule HC-K—Quarterly Averages

Dollar Amounts in Thousands

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

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(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. Commercial real estate, construction, and land development:											
(1) Commitments to fund loans secured by real estate.....											
	3816				1.c.(1)						
(2) Commitments to fund loans not secured by real estate.....											
	6550				1.c.(2)						
d. Securities underwriting.....											
	3817				1.d.						
e. Other unused commitments											
	3818				1.e.						
	6566				2.						
2. Financial standby letters of credit and foreign office guarantees											
a. Amount of financial standby letters of credit conveyed to others											
	3820				2.a.						
3. Performance standby letters of credit and foreign office guarantees											
a. Amount of performance standby letters of credit conveyed to others											
	6570				3.						
4. Commercial and similar letters of credit.....											
	3822				3.a.						
	3411				4.						
5. Participations in acceptances conveyed to others by the reporting bank holding company ..											
	3428				5.						
6. Securities lent.....											
	3433				6.						
7. Notional amount of credit derivatives:											
a. Credit derivatives for which the reporting bank holding company or any of its consolidated subsidiaries is the guarantor											
	A534				7.a.						
b. Credit derivatives for which the reporting bank holding company or any of its consolidated subsidiaries is the beneficiary											
	A535				7.b.						
8. Spot foreign exchange contracts.....											
	8765				8.						
9. All other off-balance-sheet items (exclude derivatives) (itemize and describe each component of this item over 25% of Schedule HC, item 28, "Total equity capital")											
	3430				9.						
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	6586				9.d.						
10. Not applicable											

Schedule HC-L—Continued

Dollar Amounts in Thousands

Derivatives Position Indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
11. Gross amounts (e.g., notional amounts) (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):																	
a. Futures contracts.....																	11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts.....																	11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options.....																	11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options.....																	11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options.....																	11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options.....																	11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps.....																	11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross notional amount of derivative contracts held for trading.....																	
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				12.
13. Total gross notional amount of derivative contracts held for purposes other than trading.....																	
	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				13.

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	
14. Gross fair values of derivative contracts:																	
a. Contracts held for trading:																	
(1) Gross positive fair value	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				14.a.(1)
(2) Gross negative fair value	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				14.a.(2)
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				14.b.(1)
(2) Gross negative fair value	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				14.b.(2)

Schedule HC-M—Memoranda

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)				BHCK	Bil	Mil	Thou	
1. Total number of bank holding company common shares outstanding.....	3459								1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19) 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) 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 netted against securities sold under agreements to repurchase on Schedule HC.....					A288				5.
6. Investments in real estate (to be reported only by bank holding companies authorized by the Federal Reserve to have real estate investments).....					3656				6.
7. Total assets of unconsolidated subsidiaries and associated companies					5376				7.
8. Does the respondent bank holding company's consolidated statement reflect any business combinations during the quarter ending with the report date for which the pooling-of-interest method of accounting was used? (Enter "1" for yes; enter "2" for no.).....					BHCK 6688				8.
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 "2" for no.).....					BHCK 6689				9.
10. Did your bank holding company reduce "Customers' liability on acceptances outstanding" by the amount of any participations (even immaterial amounts) in bankers acceptances (Enter "1" for yes; enter "2" for no).....					BHCK 6019				10.
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)? This item must be completed only by top-tier bank holding companies. Top-tier bank holding companies must not leave blank or enter "N/A." Lower-tier bank holding companies should report "N/A." The top-tier bank holding company must enter "1" for yes or for no changes to report; or enter "2" for no.....					BHCK 6416				11.

TEXT
6428

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

Area Code and Phone Number (TEXT 9009)

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

Schedule HC-M—Continued

15. Does the holding company sell private label or third party mutual funds and annuities?
(Enter "1" for yes; enter "2" for no).....

BHCK	
B569	

15.

16. Assets under management in proprietary mutual funds and annuities

BHCK	Bil	Mil	Thou
B570			

16.

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

17. Do your aggregate nonfinancial equity investments (see instructions for definition) equal or exceed the lesser of \$200 million (on an acquisition cost basis) or 5 percent of the BHC's consolidated Tier 1 capital as of the report date? (Enter "1" for yes; enter "2" for no)

BHCK	
C159	

17.

If the answer to this question is no, your organization does not need to complete the FR Y-12.
If the answer to this question is yes, proceed to items 18 and 19 below.

18. Has the bank holding company made an effective election to become a financial holding company?
(Enter "1" for yes; enter "2" for no).....

BHCK	
C160	

18.

19. Does the bank holding company hold, directly or indirectly, an Edge corporation, agreement corporation, or Small business investment company (SBIC) subsidiary **or** hold equities under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act? (Enter "1" for yes; enter "2" for no).....

BHCK	
C161	

19.

If the answer to either of these questions is yes, complete the FR Y-12. If the answer is no to both questions, your organization does not need to complete the FR Y-12.

For Federal Reserve Bank Use Only	
C.I.	

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

	(Column A) Past due 30 through 89 days and still accruing				(Column B) Past due 90 days or more and still accruing				(Column C) Nonaccrual				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1. Loans secured by real estate:													
a. Construction, land development, and other land loans in domestic offices.....	2759				2769				3492				1.a.
b. Secured by farmland in domestic offices.....	3493				3494				3495				1.b.
c. Secured by 1-4 family residential properties in domestic offices:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit	5398				5399				5400				1.c.(1)
(2) All other loans secured by 1-4 family residential properties.....	5401				5402				5403				1.c.(2)

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	
1. Loans secured by real estate (continued):													
d. Secured by multifamily (5 or more) residential properties in domestic offices	3499				3500				3501				1.d.
e. Secured by nonfarm non-residential properties in domestic offices.....													
f. In foreign offices	3502				3503				3504				1.e.
2. Loans to depository institutions and acceptances of other banks:	B572				B573				B574				1.f.
a. U.S. banks and other U.S. depository institutions													
b. Foreign banks.....	5377				5378				5379				2.a.
3. Loans to finance agricultural production and other loans to farmers	5380				5381				5382				2.b.
4. Commercial and industrial loans.....													
5. Loans to individuals for household, family, and other personal expenditures:	1594				1597				1583				3.
a. Credit cards													
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards) .	1606				1607				1608				4.
6. Loans to foreign governments and official institutions													
7. All other loans	B575				B576				B577				5.a.
8. Lease financing receivables													
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	B578				B579				B580				5.b.
10. TOTAL (sum of items 1 through 9).....	5389				5390				5391				6.
	5459				5460				5461				7.
	1226				1227				1228				8.
	3505				3506				3507				9.
	5524				5525				5526				10.

Schedule HC-N—Continued

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

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
11. Loans and leases reported in items 1 through 8 above which are wholly or partially guaranteed by the U.S. Government													
	5612				5613				5614				11.
a. Guaranteed portion of loans and leases included in item 11 above													
	5615				5616				5617				11.a.

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	
1. Restructured loans and leases included in items 1 through 8 above (and not reported in Schedule HC-C, Memoranda item 1)													
	1658				1659				1661				M.1.
2. Loans to finance commercial real estate, construction, and land development activities (not secured by real estate) included in Schedule HC-N, items 4 and 7 above													
	6558				6559				6560				M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees													
	3508				1912				1913				M.3.
4. Not applicable													

Item 5 is to be reported only by bank holding companies with total consolidated assets of \$1 billion or more, or with \$2 billion or more in par/notional amounts of off-balance sheet derivative contracts (as reported in Schedule HC-L, items 11.a through 11.e).

	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
5. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets									
	3529				3530				M.5.

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Schedule HC-R—Regulatory Capital

This schedule is to be submitted on a consolidated basis only by the top-tier bank holding company when the total consolidated assets of the company are \$150 million or more.

Dollar Amounts in Thousands

	bhcx	Bil	Mil	Thou	
Tier 1 capital					
1. Total equity capital (from Schedule HC, item 28).....	3210				1.
2. LESS: Net unrealized gains (losses) on available-for-sale securities ¹ (if a gain, report as a positive value; if a loss, report as a negative value)	BHCK				
	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. Qualifying minority interests in consolidated subsidiaries	B589				6.
7. LESS: Disallowed goodwill and other disallowed intangible assets.....	B590				7.
8. LESS: Disallowed servicing assets and purchased credit card relationships	B591				8.
9. LESS: Disallowed deferred tax assets	5610				9.
10. Other additions to (deductions from) Tier 1 capital	B592				10.
11. Tier 1 capital (sum of items 1, 6, and 10, less items 2, 3, 4, 5, 7, 8, and 9).....	8274				11.
Tier 2 capital					
12. Qualifying subordinated debt and redeemable preferred stock	5306				12.
13. Cumulative perpetual preferred stock includible in Tier 2 capital.....	B593				13.
14. Allowance for loan and lease losses includible in Tier 2 capital.....	5310				14.
15. Unrealized gains on available-for-sale equity securities includible in Tier 2 capital.....	2221				15.
16. Other Tier 2 capital components	B594				16.
17. Tier 2 capital (sum of items 12 through 16).....	5311				17.
18. Allowable Tier 2 capital (lesser of item 11 or 17)	8275				18.
19. Tier 3 capital allocated for market risk	1395				19.
20. LESS: Deductions for total risk-based capital	B595				20.
21. Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792				21.
Total assets for leverage ratio					
	bhct				
22. Average total assets (from Schedule HC-K, item 5)	3368				22.
23. LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above).....	B590				23.
24. LESS: Disallowed servicing assets and purchased credit card relationships (from item 8 above).....	B591				24.
25. LESS: Disallowed deferred tax assets (from item 9 above).....	5610				25.
	BHCK				
26. LESS: Other deductions from assets for leverage capital purposes.....	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					
	BHCK	Percentage			
31. Tier 1 leverage ratio (item 11 divided by item 27)	7204	___	___	___	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."

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																										
																		Allocation by Risk Weight Category																										
																		0%			20%			50%			100%																	
Dollar Amounts in Thousands																		Bil			Mil			Thou			Bil			Mil			Thou			Bil			Mil			Thou		
(Column A) Totals (from Schedule HC)				(Column B) Items Not Subject to Risk-Weighting						(Column C)			(Column D)			(Column E)			(Column F)																									
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.																			
bhct 1350																																												
37. Federal funds sold and securities purchased under agreements to resell.....																									37.																			
bhct 5369																																												
38. Loans and leases held for sale																									38.																			
bhct B528																																												
39. Loans and leases, net of unearned income ¹																									39.																			
bhcx 3123																																												
40. LESS: Allowance for loan and lease losses																									40.																			
bhcx 3545																																												
41. Trading assets.....																									41.																			
BHCK B639																																												
42. All other assets ²																									42.																			
bhct 2170																																												
43. Total assets (sum of items 34 through 42)																									43.																			

1. Include any allocated transfer risk reserve in column B.
 2. 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

Dollar Amounts in Thousands	(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
Derivatives and Off-Balance Sheet Items	bhct 6566			BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit.....				1.00														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.....	BHCK A250			1.00														49.	
49. Retained recourse on small business obligations sold with recourse	BHCK 1727			12.5*														50.	
50. Retained recourse on financial assets sold with low-level recourse	BHCK B675			1.00														51.	
51. All other financial assets sold with recourse	BHCK B681			1.00														52.	
52. All other off-balance sheet liabilities.....	BHCK 6572			.50														53.	
53. Unused commitments with an original maturity exceeding one year	BHCE A167																	54.	
54. Derivative contracts.....																			

* Or institution-specific factor.
¹ Column A multiplied by credit conversion factor.

Schedule HC-R—Continued

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

Schedule HC-R—Continued

Memoranda

Dollar Amounts in Thousands

	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.

	BHCK	Bil	Mil	Thou	
3. Perpetual preferred stock (including related surplus):					
a. Perpetual preferred stock eligible for inclusion in Tier 1 capital:					
(1) Noncumulative perpetual preferred stock	5479				3.a.(1)
(2) Cumulative perpetual preferred stock.....	5990				3.a.(2)
(3) Cumulative preferred stock included and reported in "Minority interest in consolidated subsidiaries and similar items," on Schedule HC.....	A507				3.a.(3)
4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27).....	2771				4.
5. Treasury stock (including offsetting debit to the liability for ESOP debt) (included in Schedule HC, item 27):					
a. In the form of perpetual preferred stock.....	5483				5.a.
b. In the form of common stock	5484				5.b.

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

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Schedule HC-S—Securitization and Asset Sale Activities
All of Schedule HC-S is to be completed beginning June 30, 2001.

																					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 and Leases			
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																					1.
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. Retained interest-only strips (included in HC-B, HC-D, or HC-F)																					2.a.
BHCK B712			BHCK B713			BHCK B714			BHCK B715			BHCK B716			BHCK B717			BHCK B718			
b. Standby letters of credit, subordinated securities, and other enhancements.....																					2.b.
BHCK B719			BHCK B720			BHCK B721			BHCK B722			BHCK B723			BHCK B724			BHCK B725			
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1																					3.
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																					4.a.
BHCK B733			BHCK B734			BHCK B735			BHCK B736			BHCK B737			BHCK B738			BHCK B739			
b. 90 days or more past due																					4.b.
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.....																					5.a.
BHCK B747			BHCK B748			BHCK B749			BHCK B750			BHCK B751			BHCK B752			BHCK B753			
b. Recoveries																					5.b.
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			
	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

Memorandum items 1, 2, and 3 are to be completed beginning June 30, 2001.

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.
	bhct				
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:	BHCK				
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements	B804				M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements	B805				M.2.b.
c. Other financial assets ¹	A591				M.2.c.
3. Asset-backed commercial paper conduits:					
a. Maximum amount of credit exposure arising from credit enhancements provided to conduit structures in the form of standby letters of credit, subordinated securities, and other enhancements:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B806				M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions	B807				M.3.a.(2)
b. Unused commitments to provide liquidity to conduit structures:					
(1) Conduits sponsored by the bank, a bank affiliate, or the bank holding company	B808				M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions	B809				M.3.b.(2)

1. Memorandum item 2.c is to be completed beginning June 30, 2001, if the principal balance of other financial assets serviced for others is more than \$10 million.

Notes to the Balance Sheet

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

Dollar amount in thousands

TEXT	BHCK	Bil	Mil	Thou
1. 5356				
	5356			
2. 5357				
	5357			
3. 5358				
	5358			
4. 5359				
	5359			
5. 5360				
	5360			
6. B027				
	B027			
7. B028				
	B028			
8. B029				
	B029			
9. B030				
	B030			
10. B031				
	B031			

Notes to the Balance Sheet—Continued

		Dollar amount in thousands			
	TEXT	BHCK	Bil	Mil	Thou
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.