

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.

I, Sanford I. Weill, Chairman
Name and Title of Officer

Date of Report:
March 31, 2002
Month / Date / Year (BHCK 9999)

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.

Citigroup Inc.
Legal Title of Bank Holding Company (TEXT 9010)

Signature of Bank Holding Company Official

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

Date of Signature

New York NY 10043-
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:

For Federal Reserve Bank Use Only	
RSSD ID Number	_____
C.I.	_____ S.F. _____

Edward Schneider, Vice President
Name / Title (TEXT 8901)

212-559-1073
Area Code / Phone Number (TEXT 8902)

212-793-6652
FAX Number (TEXT 9116)

Public reporting burden for this information collection is estimated to vary from 5.0 to 1,250 hours per response, with an average of 33.98 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Comments regarding this burden estimate or any other aspect of this information collection, including suggestions for reducing the burden, may be sent to Secretary, Board of Governors of the Federal Reserve System, Washington, D.C. 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0128), Washington, D.C. 20503.

Report of Income for Bank Holding Companies

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

Schedule HI-Consolidated Income Statement

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Interest income					
a.	Interest and fee income on loans:					
	(1) In domestic offices	4010		5,173,000		1.a.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs	4059		3,935,000		1.a.(2)
b.	Income from lease financing receivables	4065		504,000		1.b
c.	Interest income on balances due from depository institutions (1)	4115		277,000		1.c
d.	Interest and dividend income on securities:					
	(1) U.S. Treasury securities and U.S. government agency obligations (excluding mortgage-backed securities)	B488		65,000		1.d.(1)
	(2) Mortgage-backed securities	B489		404,000		1.d.(2)
	(3) All other securities:	4060		1,581,000		1.d.(3)
e.	Interest income from trading assets	4069		1,408,000		1.e.
f.	Interest income on federal funds sold and securities purchased under agreements to resell	4020		1,162,000		1.f.
g.	Other interest income	4518		93,000		1.g.
h.	Total interest income (sum of items 1.a through 1.g)	4107		14,602,000		1.h.
2.	Interest expense					
a.	Interest on deposits:					
	(1) In domestic offices:					
	(a) Time deposits of \$100,000 or more	A517		95,000		2.a.(1)(a)
	(b) Time deposits of less than \$100,000	A518		39,000		2.a.(1)(b)
	(c) Other deposits	6761		262,000		2.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries and IBFs	4172		1,209,000		2.a.(2)
b.	Expense on federal funds purchased and securities sold under agreements to repurchase	4180		1,554,000		2.b.
c.	Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		1,553,000		2.c.
d.	Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		109,000		2.d.
e.	Other interest expense.....	4398		26,000		2.e.
f.	Total interest expense (sum of items 2.a through 2.e).....	4073		4,847,000		2.f.
3.	Net interest income (item 1.h minus item 2.f).....	4074		9,755,000		3.
4.	Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		2,559,000		4.
5.	Noninterest income:					
a.	Income from fiduciary activities.....	4070		195,000		5.a.
b.	Service charges on deposit accounts in domestic offices.....	4483		248,000		5.b.
c.	Trading revenue (2).....	A220		1,666,000		5.c.
d.	Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490		2,761,000		5.d.
e.	Venture capital revenue.....	B491		243,000		5.e.
f.	Net servicing fees.....	B492		945,000		5.f.
g.	Net securitization income.....	B493		490,000		5.g.
h.	Insurance commissions and fees.....	B494		3,376,000		5.h.
i.	Net gains (losses) on sales of loans and leases.....	8560		27,000		5.i.
j.	Net gains (losses) on sales of other real estate owned.....	8561		(16,000)		5.j.
k.	Net gains (losses) on sales of other assets (excluding securities).....	B496		(66,000)		5.k.
l.	Other noninterest income (3).....	B497		2,623,000		5.l.
m.	Total noninterest income (sum of items 5.a through 5.l).....	4079		12,492,000		5.m.
6.a.	Realized gains (losses) on held-to-maturity securities.....	3521		0		6.a.
b.	Realized gains (losses) on available-for-sale securities.....	3196		54,000		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		5,534,000		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest)	4217		949,000		7.b.
c. (1) Goodwill impairment losses	C216		0		7.c(1).
(2) Amortization expense and impairment for other intangible assets	C232		169,000		7.c(2).
d. Other noninterest expense (4)	4092		5,985,000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d)	4093		12,637,000		7.e.
8. Income (loss) before income taxes and extraordinary items, and other adjustments (sum of items 3, 5.m, 6.a, and 6.b minus items 4 and 7.e)	4301		7,105,000		8.
9. Applicable income taxes (foreign and domestic)	4302		2,198,000		9.
10. Minority interest	4484		17,000		10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10)	4300		4,890,000		11.
12. Extraordinary items, net of applicable taxes and minority interest (5)	4320		(47,000)		12.
13. Net income (loss) (sum of items 11 and 12)	4340		4,843,000		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		9,863,000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		7,213,000		M.2.
3. Income on tax-exempt loans and leases to states and political subdivisions in the U.S. (included in Schedule HI, items 1.a and 1.b, above).....	4313		15,000		M.3.
4. Income on tax-exempt securities issued by states and political subdivisions in the U.S. (included in Schedule HI, item 1.d(3), above).....	4507		211,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			
	4150		282,007		M.5.
6. Other noninterest income (from schedule HI, 5.1 above) (only report amounts that exceed 1% of the sum of Schedule HI, items 1.h and 5.m):					

	BHCK	Bil	Mil	Thou	
a. Income and fees from the printing and sale of checks	C013		0		M.6.a.
b. Earnings on/increase in value of cash surrender value of life insurance	C014		0		M.6.b.
c. Income and fees from automated teller machines (ATMs)	C016		0		M.6.c.
d. Rent and other income from real estate owned	4042		0		M.6.d.
e. Safe deposit box rent	C015		0		M.6.e.
f. TEXT					
8562 Gain on sale of stock by subsidiary	8562		1,270,000		M.6.f.
g. TEXT					
8563 Credit & Charge Card Fees	8563		933,000		M.6.g.
h. TEXT					
8564	8564		N/A		M.6.h.

Schedule HI—Continued

Memoranda (continued)

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
7. Other noninterest expense (from schedule HI, 7.d above) (only report amounts that exceed 1% of Schedule HI, items 1.h and 5.m):						
a.	Data processing expenses.....	C017		420,000		M.7.a.
b.	Advertising and marketing expenses.....	0497		447,000		M.7.b.
c.	Directors' fees.....	4136		0		M.7.c.
d.	Printing, stationary, and supplies.....	C018		0		M.7.d.
e.	Postage.....	8403		0		M.7.e.
f.	Legal fees and expenses.....	4141		0		M.7.f.
g.	FDIC deposit insurance assessments.....	4146		0		M.7.g.
h.	TEXT					
	8565 Communication expense	8565		290,000		M.7.h.
i.	TEXT					
	8566	8566		N/A		M.7.i.
j.	TEXT					
	8567	8567		N/A		M.7.j.
8. Extraordinary items and other adjustments (from Schedule HI, item 12) (itemize all extraordinary items and other adjustments):						
a. (1)	TEXT Effect of adopting FAS 142, "Goodwill and other					
	C231 intangible assets"	C231		(69,000)		M.8.a.(1)
(2)	Applicable income tax effect	BHCK	3572	22,000		M.8.a.(2)
b. (1)	TEXT					
	3573	3573		N/A		M.8.b.(1)
(2)	Applicable income tax effect	BHCK	3574	N/A		M.8.b.(2)
c. (1)	TEXT					
	3575	3575		N/A		M.8.c.(1)
(2)	Applicable income tax effect	BHCK	3576	N/A		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 for any quarter of the preceding calendar year):						
a.	Interest rate exposures	8757		766,000		M.9.a.
b.	Foreign exchange exposures	8758		598,000		M.9.b.
c.	Equity security and index exposures	8759		246,000		M.9.c.
d.	Commodity and other exposures	8760		56,000		M.9.d.
10. Impact on income of derivatives held for purposes other than trading:						
a.	Net increase (decrease) to interest income	8761		337,000		M.10.a.
b.	Net (increase) decrease to interest expense	8762		(222,000)		M.10.b.
c.	Other (noninterest) allocations	8763		(23,000)		M.10.c.
11. Credit losses on derivatives (see instructions)						
		A251		0		M.11.
12. a. Income from the sale and servicing of mutual funds and annuities (in domestic offices)						
		8431		563,000		M.12.a.
b.(1)	Premiums on insurance related to the extension of credit	C242		73,000		M.12.b.(1).
(2)	All other insurance premiums	C243		3,209,000		M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities	B983		3,781,000		M.12.c.
13. Does the reporting bank holding company have a Subchapter S election in effect for federal income tax purposes for the current tax year? (Enter "1" for yes; enter "2" for no.)						
		BHCK				
		A530		2		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		81,247,000		1.
2.	Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507		0		2.
3.	Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		81,247,000		3.
		bhct				
4.	Net income (loss) (must equal Schedule HI, item 13).....	4340		4,843,000		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):		BHCK				
	a. Sale of perpetual preferred stock, gross.....	3577		0		5.a.
	b. Conversion or retirement of perpetual preferred stock.....	3578		(125,000)		5.b.
6. Sale of common stock:						
	a. Sale of common stock, gross.....	3579		0		6.a.
	b. Conversion or retirement of common stock.....	3580		664,000		6.b.
7.	Sale of treasury stock.....	4782		733,000		7.
8.	LESS: Purchase of treasury stock.....	4783		828,000		8.
9.	Changes incident to business combinations, net.....	4356		0		9.
10.	LESS: Cash dividends declared on preferred stock.....	4598		21,000		10.
11.	LESS: Cash dividends declared on common stock.....	4460		827,000		11.
12.	Other comprehensive income (1).....	B511		(926,000)		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....		4591		0		13.
14.	Other adjustments to equity capital (not included above).....	3581		(1,122,000)		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		83,638,000		15.

(1) Includes changes in net unrealized holding gains (losses) on available-for-sale securities, changes in accumulated net gains (losses) on cash flow hedges, foreign currency translation adjustments, and 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		1,000		3583		0	
b. Secured by farmland in domestic offices.....	3584		0		3585		0	
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		2,000		5412		0	
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices								
(a) Secured by first liens.....	C234		95,000		C217		5,000	
(b) Secured by junior liens.....	C235		28,000		C218		0	
d. Secured by multifamily (5 or more) residential properties in domestic offices	3588		0		3589		0	
e. Secured by nonfarm nonresidential properties in domestic offices.....	3590		5,000		3591		7,000	
f. In foreign offices.....	B512		76,000		B513		5,000	
2. Loans to depository institutions and acceptances of other banks:								
a. To U.S. banks and other U.S. depository institutions.....	4653		0		4663		0	
b. To foreign banks.....	4654		13,000		4664		0	
3. Loans to finance agricultural production and other loans to farmers.....	4655		1,000		4665		0	
4. Commercial and industrial loans:								
a. To U.S. addressees (domicile).....	4645		237,000		4617		28,000	
b. To non-U.S. addressees (domicile).....	4646		229,000		4618		42,000	
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards.....	B514		869,000		B515		119,000	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		771,000		B517		107,000	
6. Loans to foreign governments and official institutions.....	4643		0		4627		1,000	
7. All other loans.....	4644		29,000		4628		8,000	
8. Lease financing receivables:								
a. To U.S. addressees (domicile).....	4658		80,000		4668		2,000	
b. To non-U.S. addressees (domicile).....	4659		19,000		4669		3,000	
9. Total (sum of items 1 through 8).....	4635		2,455,000		4605		327,000	

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		0		5410		0	
2. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HI-B, part I, item 1, above).....	4652		76,000		4662		5,000	

¹ Include write-downs arising from transfers to a 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		10,088,000	1.
bhct			
2. Recoveries (Must equal Schedule HI-B, Part I, item 9, Column B, above)			
4605		327,000	2.
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, Column A above			
less Schedule HI-B, part II, item 4)			
C079		2,455,000	3.
BHCK			
4. Less: write-downs arising from transfers of loans to a held-for-sale account.....			
5523		0	4.
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....			
4230		2,559,000	5.
6. Adjustments (see instructions for this schedule).....			
C233		1,000	6.
bhct			
7. Balance at end of period (sum of items 1,2,5,and 6, less items 3 and 4 must equal Schedule HC, item 4.c).....			
3123		10,520,000	7.

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. 5351						
	5351			N/A	1.	
2. 5352						
	5352			N/A	2.	
3. 5353						
	5353			N/A	3.	
4. 5354						
	5354			N/A	4.	
5. 5355						
	5355			N/A	5.	
6. B042						
	B042			N/A	6.	
7. B043						
	B043			N/A	7.	
8. B044						
	B044			N/A	8.	
9. B045						
	B045			N/A	9.	
10. B046						
	B046			N/A	10.	

Notes to the Income Statement—Continued

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

For Federal Reserve Bank Use Only

C.I. _____

Citigroup Inc.

Name of Bank Holding Company

Consolidated Financial Statements for Bank Holding Companies

Report at the close of business March 31, 2002

Schedule HC—Consolidated Balance Sheet

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Cash and balances due from depository institutions:					
	a. Noninterest-bearing balances and currency and coin. (1).....	0081		15,984,000		1.a.
	b. Interest-bearing balances: (2)					
	(1) In U.S. offices.....	0395		290,000		1.b.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		16,899,000		1.b.(2)
2.	Securities :					
	a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754		184,000		2.a.
	b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		162,477,000		2.b.
3.	Federal funds sold and securities purchased under agreements to resell:					
	a. Federal funds sold in domestic offices.....	BHDM	B987		1,915,000	3.a.
	b. Securities purchased under agreements to resell (3).....	BHCK	B989		148,690,000	3.b.
4.	Loans and lease financing receivables:					
	a. Loans and leases held for sale.....			5369	12,472,000	4.a.
	b. Loans and leases, net of unearned income.....	B528		404,998,000		4.b.
	c. LESS: Allowance for loan and lease losses.....	3123		10,520,000		4.c.
	d. Loans and leases, net of unearned income and allowance for loan and lease losses (item 4.b minus items 4.c).....	B529		394,478,000		4.d.
5.	Trading assets (from Schedule HC-D).....	3545		145,059,000		5.
6.	Premises and fixed assets (including capitalized leases).....	2145		7,190,000		6.
7.	Other real estate owned (from Schedule HC-M).....	2150		1,456,000		7.
8.	Investments in unconsolidated subsidiaries and associated companies.....	2130		3,920,000		8.
9.	Customers' liability on acceptances outstanding.....	2155		1,372,000		9.
10.	Intangible assets:					
	a. Goodwill.....	3163		25,506,000		10.a.
	b. Other intangible assets (from Schedule HC-M).....	0426		8,885,000		10.b.
11.	Other assets (from Schedule HC-F).....	2160		110,880,000		11.
12.	Total assets (sum of items 1 through 11).....	2170		1,057,657,000		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		21,591,000		13.a.(1)
	(2) Interest-bearing.....	6636		118,256,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
	(1) Noninterest-bearing.....	BHFN		18,549,000		13.b.(1)
	(2) Interest-bearing.....	6636		223,993,000		13.b.(2)
BHCK						
14. Federal funds purchased and securities sold under agreements to repurchase:						
	a. Federal funds purchased in domestic offices (2).....	BHDM	B993	5,482,000		14.a.
	b. Securities sold under agreements to repurchase (3).....	BHCK	B995	159,638,000		14.b.
15. Trading liabilities (from Schedule HC-D).....						
		3548		81,537,000		15.
16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....						
		3190		149,139,000		16.
17. Not applicable						
18. Liability on acceptances executed and outstanding.....						
		2920		1,372,000		18.
19. Subordinated notes and debentures (4).....						
		4062		10,514,000		19.
20. Other liabilities (from Schedule HC-G).....						
		2750		174,021,000		20.
21. Total liabilities (sum of items 13 through 20).....						
		2948		964,092,000		21.
22. Minority interest in consolidated subsidiaries and similar items.....						
		3000		9,927,000		22.
EQUITY CAPITAL						
23. Perpetual preferred stock and related surplus						
		3283		1,400,000		23.
24. Common stock (par value)						
		3230		55,000		24.
25. Surplus (exclude all surplus related to preferred stock)						
		3240		23,860,000		25.
26 a. Retained earnings.....						
		3247		73,798,000		26.a.
 b. Accumulated other comprehensive income (5).....						
		B530		(1,770,000)		26.b.
27. Other equity capital components (6)						
		A130		(13,705,000)		27.
28. TOTAL EQUITY CAPITAL (sum of items 23 through 27)						
		3210		83,638,000		28.
29. Total liabilities, minority interest, and equity capital (sum of items 21, 22 and 28).....						
		3300		1,057,657,000		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—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		11,000		0213		11,000		1286		5,364,000		1287		5,245,000	1.
2. U.S. government agency obligations (exclude mortgage-backed securities):																
a. Issued by U.S. government agencies (1).....	1289		0		1290		0		1291		748,000		1293		885,000	2.a.
b. Issued by U.S. government- sponsored agencies (2).....	1294		0		1295		0		1297		7,259,000		1298		7,201,000	2.b.
3. Securities issued by states and political subdivisions in the U.S.....	8496		0		8497		0		8498		17,043,000		8499		17,286,000	3.
4. Mortgage-backed securities (MBS):																
a. Pass-through securities:																
(1) Guaranteed by GNMA.....	1698		4,000		1699		4,000		1701		15,181,000		1702		15,080,000	4.a.(1)
(2) Issued by FNMA and FHLMC	1703		9,000		1705		9,000		1706		6,342,000		1707		6,372,000	4.a.(2)
(3) Other pass-through securities	1709		0		1710		0		1711		164,000		1713		161,000	4.a.(3)
b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																
(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1714		0		1715		0		1716		7,156,000		1717		7,180,000	4.b.(1)
(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	1718		0		1719		0		1731		50,000		1732		52,000	4.b.(2)
(3) All other mortgage-backed securities.....	1733		0		1734		0		1735		5,113,000		1736		5,166,000	4.b.(3)
5. Asset-backed securities (ABS):																
a. Credit card receivables.....	B838		0		B839		0		B840		635,000		B841		639,000	5.a.
b. Home equity lines.....	B842		0		B843		0		B844		761,000		B845		774,000	5.b.
c. Automobile loans.....	B846		0		B847		0		B848		496,000		B849		504,000	5.c.
d. Other consumer loans.....	B850		0		B851		0		B852		400,000		B853		405,000	5.d.
e. Commercial and industrial loans..	B854		0		B855		0		B856		132,000		B857		131,000	5.e.
f. Other.....	B858		0		B859		0		B860		576,000		B861		567,000	5.f.
6. Other debt securities:																
a. Other domestic debt securities.....	1737		0		1738		0		1739		34,866,000		1741		34,735,000	6.a.
b. Foreign debt securities.....	1742		160,000		1743		160,000		1744		54,710,000		1746		55,189,000	6.b.

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

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

Schedule HC-B — Continued

Dollar Amounts in Thousands	Held-to-Maturity								Available-for-sale								
	(Column A) Amortized Cost				(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value'				
	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
7. Investments in mutual funds and other equity securities with readily determinable fair values.....									A510	4,729,000			A511	4,905,000			7.
8. Total (sum of 1 through 7) (total of column A must equal Schedule HC, item 2.a) (total of column D must equal Schedule HC, item 2.b)	bhct				bhct												8.
	1754	184,000		1771	184,000		1772	161,725,000			1773	162,477,000					

Memoranda

1. Pledged securities (1)	BHCK	Bil	Mil	Thou													
	0416	29,311,000															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	28,836,000															M.2.a.
b. Over 1 year to 5 years.....	0384	40,365,000															M.2.b.
c. Over 5 years.....	0387	88,555,000															M.2.c.
3. Amortized cost of held-to-maturity securities sold or transferred to available-for-sale or trading securities during the calendar year-to-date (report the amortized cost at date of sale or transfer).....	1778	0															M.3.b.
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	1,037,000															M.4.a.
b. Fair value.....	8783	1,008,000															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	121,133,000							1.
a. Construction and land development, and other land loans.....					1415	422,000			1.a.
b. Secured by farmland.....					1420	1,262,000			1.b.
c. Secured by 1-4 family residential properties:									
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....					1797	5,437,000			1.c.(1)
(2) All other loans secured by 1-4 family residential properties:									
(a) Secured by first liens.....					5367	65,291,000			1.c.(2)(a)
(b) Secured by junior liens.....					5368	12,473,000			1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....					1460	2,388,000			1.d.
e. Secured by nonfarm nonresidential properties.....					1480	4,101,000			1.e.
2. Loans to depository institutions and acceptances of other banks.....					1288	271,000			2.
a. To U.S. banks and other U.S. depository institutions.....	1292	169,000							2.a.
b. To foreign banks.....	1296	5,358,000							2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1590	410,000		1590	0				3.
4. Commercial and industrial loans.....					1766	37,234,000			4.
a. To U.S. addressees (domicile).....	1763	38,128,000							4.a.
b. To non-U.S. addressees (domicile).....	1764	73,209,000							4.b.
5. Not applicable									
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....					1975	77,379,000			6.
a. Credit cards.....	B538	52,780,000							6.a.
b. Other revolving credit plans.....	B539	10,238,000							6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....	2011	61,666,000							6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081	5,565,000		2081	345,000				7.
8. Not applicable									
9. All other loans.....	1635	33,248,000		1635	24,650,000				9.
10. Lease financing receivables (net of unearned income).....					2165	15,479,000			10.
a. To U.S. addressees (domicile).....	2182	14,937,000							10.a.
b. To non-U.S. addressees (domicile).....	2183	4,899,000							10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123	4,270,000		2123	3,266,000				11.
12. Total (sum of items 1 through 10 minus item 11) (total of column A must equal Schedule HC, sum of items 4.a and 4.b).....	2122	417,470,000		2122	243,466,000				12.

Schedule HC-C—Continued

		Dollar Amounts in Thousands			
		Consolidated			
Memoranda		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		630,000	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		491,000	M.2.
3.	Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	8837		28,267,000	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 for any quarter of the preceding calendar year.

		Dollar Amounts in Thousands			
		BHCK	Bil	Mil	Thou
ASSETS					
1.	U.S. Treasury securities in domestic offices.....	3531		9,012,000	1.
2.	U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532		8,490,000	2.
3.	Securities issued by states and political subdivisions in the U.S. in domestic offices.....	3533		3,527,000	3.
4.	Mortgage-backed securities (MBS) in domestic offices:				
a.	Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		17,217,000	4.a.
b.	Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	3535		5,311,000	4.b.
c.	All other mortgage-backed securities.....	3536		5,702,000	4.c.
5.	Other debt securities in domestic offices.....	3537		18,597,000	5.
6.-8.	Not applicable.				
9.	Other trading assets in domestic offices.....	3541		14,274,000	9.
10.	Trading assets in foreign offices.....	3542		37,093,000	10.
11.	Revaluation gains on interest rate, foreign exchange rate, equity, commodity and other contracts:				
a.	In domestic offices.....	3543		8,101,000	11.a.
b.	In foreign offices.....	BHFN			
b.	In foreign offices.....	3543		17,735,000	11.b.
12.	Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5).....	bhct			
		3545		145,059,000	12.
LIABILITIES					
13.	Liability for short positions.....	BHCK			
		3546		56,827,000	13.
14.	Revaluation losses on interest rate, foreign exchange rate, equity, commodity and other contracts.....	3547		24,710,000	14.
		bhct			
15.	Total trading liabilities (sum of items 13 and 14)(must equal Schedule HC, item 15).....	3548		81,537,000	15.

Schedule HC-E—Deposit Liabilities (1)

		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	9,864,000		1.a.
b.	NOW, ATS, and other transaction accounts.....	3187	1,296,000		1.b.
c.	Money market deposit accounts and other savings accounts.....	2389	85,049,000		1.c.
d.	Time deposits of less than \$100,000.....	6648	4,631,000		1.d.
e.	Time deposits of \$100,000 or more.....	2604	13,518,000		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	925,000		2.a.
b.	NOW, ATS, and other transaction accounts.....	3187	2,027,000		2.b.
c.	Money market deposit accounts and other savings accounts.....	2389	18,081,000		2.c.
d.	Time deposits of less than \$100,000.....	6648	2,206,000		2.d.
e.	Time deposits of \$100,000 or more.....	2604	2,250,000		2.e.

Memoranda

		BHDM	Bil	Mil	Thou	
1.	Brokered deposits less than \$100,000 with a remaining maturity of one year or less.....	A243		37,071,000		M.1.
2.	Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164		563,000		M.2.
3.	Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		13,935,000		M.3.
		BHFN				
4.	Foreign office time deposits with a remaining maturity of one year or less.....	A245		83,598,000		M.4.

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

Schedule HC-F—Other Assets

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Accrued interest receivable(1).....	B556		7,518,000		1.
2.	Net deferred tax assets (2).....	2148		4,612,000		2.
3. Interest-only strips receivable (not in the form of a security) (3) on:						
a.	Mortgage loans.....	A519		609,000		3.a.
b.	Other financial assets.....	A520		0		3.b.
4.	Equity securities that DO NOT have readily determinable fair values (4).....	1752		6,523,000		4.
5.	Other.....	2168		91,618,000		5.
		bhct				
6.	Total (sum of items 1 through 5) (must equal Schedule HC, item 11).....	2160		110,880,000		6.

(1) Include accrued interest receivable on loans, losses, debt securities, and other interest-bearing assets.

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

(3) Report interest-only strips receivable in the form of a security as available-for-sale securities in Schedule HC, item 2.b, or as trading assets in Schedule HC, item 5, as appropriate.

(4) Include Federal Reserve stock, Federal Home Loan Bank stock, and bankers' bank stock.

Schedule HC-G—Other Liabilities

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Not applicable					
2.	Net deferred tax liabilities (1).....	3049		731,000		2.
3.	Allowance for credit losses on off-balance sheet credit exposures.....	B557		50,000		3.
4.	Other.....	B984		173,240,000		4.
		bhct				
5.	Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....	2750		174,021,000		5.

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

Schedule HC-H—Interest Sensitivity (1)

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
1.	Earning assets that are repriceable within one year or mature within one year.....	3197		426,713,000		1.
2.	Interest-bearing deposit liabilities that reprice within one year or mature within one year included in item 13.a.(2) and 13.b.(2) on Schedule HC, Balance Sheet.....	3296		220,076,000		2.
3.	Long-term debt with a remaining maturity of more than one year but reprices within one year included in items 16 and 19 on Schedule HC, Balance Sheet.....	3298		37,776,000		3.
4.	Variable rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408		400,000		4.
5.	Long-term debt reported in Schedule HC, item 19 on the Balance Sheet that is scheduled to mature within one year.....	3409		0		5.

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

Schedule HC-I—Insurance-Related Underwriting Activities (including reinsurance)

Part I—Property and Casualty Underwriting

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

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Reinsurance recoverables.....	B988		10,198,000		1.
2.	Total assets.....	C244		57,946,000		2.
LIABILITIES						
3.	Claims and claims adjustment expense reserves.....	B990		29,841,000		3.
4.	Unearned premiums.....	B991		5,925,000		4.
5.	Total equity.....	C245		9,632,000		5.
6.	Net Income.....	C246		102,000		6.

Part II—Life and Health Underwriting

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Reinsurance recoverables.....	C247		2,333,000		1.
2.	Separate account assets.....	B992		25,981,000		2.
3.	Total assets.....	C248		78,376,000		3.
LIABILITIES						
4.	Policy holder benefits and contract holder funds.....	B994		36,435,000		4.
5.	Separate account liabilities.....	B996		25,990,000		5.
6.	Total equity.....	C249		11,339,000		6.
7.	Net income.....	C250		335,000		7.

Schedule HC-K—Quarterly Averages

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
ASSETS						
1.	Securities.....	3515		155,881,000		1.
2.	Federal funds sold and securities purchased under agreements to resell.....	3365		149,808,000		2.
3.	Loans and leases.....	3516		413,013,000		3.
4.	a. Trading assets.....	3401		118,844,000		4.a.
	b. Other earning assets.....	B985		28,195,000		4.b.
5.	Total consolidated assets.....	3368		1,085,213,000		5.
LIABILITIES						
6.	Interest-bearing deposits (domestic).....	3517		112,828,000		6.
7.	Interest-bearing deposits (foreign).....	3404		220,785,000		7.
8.	Federal funds purchased and securities sold under agreements to repurchase.....	3353		172,572,000		8.
9.	All other borrowed money.....	2635		159,925,000		9.
10.	Not applicable					
EQUITY CAPITAL						
11.	Equity capital (excludes limited-life preferred stock).....	3519		82,173,000		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		7,996,000		1.a.
b.	Credit card lines	3815		401,891,000		1.b.
c.	Commercial real estate, construction, and land development:					
(1)	Commitments to fund loans secured by real estate	3816		1,662,000		1.c.(1)
(2)	Commitments to fund loans not secured by real estate	6550		250,000		1.c.(2)
d.	Securities underwriting	3817		530,000		1.d.
e.	Other unused commitments	3818		203,417,000		1.e.
2.	Financial standby letters of credit and foreign office guarantees	6566		31,799,000		2.
a.	Amount of financial standby letters of credit conveyed to others	3820		358,000		2.a.
3.	Performance standby letters of credit and foreign office guarantees	6570		92,427,000		3.
b.	Amount of performance standby letters of credit conveyed to others	3822		1,253,000		3.a.
4.	Commercial and similar letters of credit	3411		4,730,000		4.
5.	Participations in acceptances conveyed to others by the reporting bank holding company	3428		0		5.
6.	Securities lent	3433		28,519,000		6.
7.	Credit derivatives:					
a.	Notional amount of credit derivatives on which the reporting bank holding company or any of its consolidated subsidiaries is the guarantor	A534		51,421,000		7.a.
(1)	Gross positive fair value	C219		342,000		7.a.(1)
(2)	Gross negative fair value	C220		354,000		7.a.(2)
b.	Notional amount of credit derivatives on which the reporting bank holding company or any of its consolidated subsidiaries is the beneficiary	A535		45,912,000		7.b.
(1)	Gross positive fair value	C221		303,000		7.b.(1)
(2)	Gross negative fair value	C222		170,000		7.b.(2)
8.	Spot foreign exchange contracts	8765		59,111,000		8.

Schedule HC-L—Continued

Dollar Amounts in
Thousands

9. All other off-balance-sheet items (exclude derivatives)(include in item 9 the aggregate amount of all other off-balance sheet items that individually exceed 10% of Schedule HC, item 28, "Total equity capital") (itemize and describe in items 9.a through 9.g only amounts that exceed 25% of Schedule HC, item 28)				
		3430	29,665,000	9.
a.	Securities borrowed.....	3432	26,282,000	9.a.
b.	Commitments to purchase when-issued securities.....	3434	0	9.b.
c.	Commitments to sell when-issued securities.....	3435	0	9.c.
d.	TEXT			
	6561	6561	N/A	9.d.
e.	TEXT			
	6562	6562	N/A	9.e.
f.	TEXT			
	6568	6568	N/A	9.f.
g.	TEXT			
	6586	6586	N/A	9.g.
10. Not applicable				

Schedule HC-L—Continued

Dollar Amounts in
Thousands

Derivatives position indicators	(Column A) Interest Rate Contracts				(Column B) Foreign Exchange Contracts				(Column C) Equity Derivative Contracts				(Column D) Commodity and Other Contracts				
	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	Tril	Bil	Mil	Thou	
11. Gross amounts (e.g., notional amounts (for each column, sum of items 11.a through 11.e must equal the sum of items 12 and 13):																	
a. Futures contracts	329,757,000				6,795,000				7,215,000				1,885,000				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts	1,447,672,000				1,267,190,000				858,000				7,855,000				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options	112,700,000				0				60,118,000				108,000				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options	80,014,000				0				70,718,000				80,000				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options	394,061,000				160,684,000				48,346,000				4,604,000				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options	297,730,000				154,516,000				43,218,000				6,824,000				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps	4,169,691,000				278,973,000				23,492,000				23,491,000				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross amount of derivative contracts held for trading	6,681,407,000				1,834,043,000				253,014,000				44,847,000				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross amount of derivative contracts held for purposes other than trading	150,218,000				34,115,000				951,000				0				13.
	BHCK 8725				BHCK 8726				BHCK 8727				BHCK 8728				

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	71,732,000				23,867,000				6,772,000				1,840,000				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value	67,895,000				22,571,000				7,704,000				3,110,000				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value	1,876,000				223,000				154,000				0				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value	1,297,000				808,000				33,000				0				14.b.(2)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				

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	5,165,359,799							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	13,025,000							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	10,734,000							3.																														
4. Other assets acquired in satisfaction of debts previously contracted.....	6557	1,316,000							4.																														
5. Securities purchased under agreements to resell netted against securities sold under agreements to repurchase on Schedule HC.....	A288	65,823,000							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	872,000							6.																														
7. Total assets of unconsolidated subsidiaries and associated companies.....	5376	68,316,000							7.																														
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 "2" for no.).....	BHCK				C251	2			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	2			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	2			10.																														
11. Have 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. If the answer to this question is no, complete the FR Y-10.....	BHCK				6416	1			11.																														
<table border="1" style="width:100%"> <tr> <td style="width:10%">TEXT</td> <td colspan="4"></td> <td colspan="5"></td> </tr> <tr> <td>6428</td> <td colspan="4">M. Jo Malins</td> <td colspan="5">212-559-1770</td> </tr> <tr> <td colspan="5">Name of bank holding company official verifying FR Y-10 reporting (Please type or print)</td> <td colspan="5">Area Code and Phone Number (TEXT 9009)</td> </tr> </table>										TEXT										6428	M. Jo Malins				212-559-1770					Name of bank holding company official verifying FR Y-10 reporting (Please type or print)					Area Code and Phone Number (TEXT 9009)				
TEXT																																							
6428	M. Jo Malins				212-559-1770																																		
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)					Area Code and Phone Number (TEXT 9009)																																		
12. Intangible assets other than goodwill:																																							
a. Mortgage servicing assets.....					BHCK	Bil	Mil	Thou																															
					3164	1,314,000			12.a.																														
(1) Estimated fair value of mortgage servicing assets.....	6438	1,324,000								12.a.(1)																													
b. Purchased credit card relationships and nonmortgage servicing assets.....					B026	2,851,000			12.b.																														
c. All other identifiable intangible assets.....					5507	4,720,000			12.c.																														
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....					bhct																																		
					0426	8,885,000			12.d.																														
13. Other real estate owned:																																							
a. Real estate acquired in satisfaction of debts previously contracted.....					BHCK																																		
					2744	554,000			13.a.																														
b. Other real estate owned.....					2745	902,000			13.b.																														
					bhct																																		
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7).....					2150	1,456,000			13.c.																														
14. Other borrowed money:																																							
a. Commercial paper.....					BHCK																																		
					2309	29,284,000			14.a.																														
b. Other borrowed money with a remaining maturity of one year or less.....					2332	40,761,000			14.b.																														
c. Other borrowed money with a remaining maturity of more than one year.....					2333	79,094,000			14.c.																														
					bhct																																		
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....					3190	149,139,000			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	1

15.

16. Assets under management in proprietary mutual funds and annuities.....

BHCK	Bil	Mil	Thou
B570	317,318,000		

16.

The following three questions (items 17 through 19) 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	1

17.

If the answer to item 17 is no, your organization does not need to complete the FR Y-12. Skip items 18 and 19. If the answer to item 17 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	1

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	1

19.

If the answer to either item 18 or item 19 is yes, your organization must complete the FR Y-12. If the answer is no to both items 18 and 19, your organization does not need to complete the FR Y-12.

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

20. Net assets 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.....

C252	204,552,000
------	-------------

20.

21. Net assets of insurance underwriting subsidiaries

C253	126,797,000
------	-------------

21.

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		32,000		2769		10,000		3492		23,000		1.a.
b. Secured by farmland in domestic offices.....	3493		38,000		3494		0		3495		38,000		1.b.
c. Secured by 1-4 family residential properties domestic offices:													
(1) Revolving, open-end loans secured by 1-4 family residential properties and extended under lines of credit.....	5398		35,000		5399		2,000		5400		24,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens.....	C236		1,608,000		C237		519,000		C229		1,649,000		1.c.(2).(a)
(b) Secured by junior liens.....	C238		184,000		C239		0		C230		226,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499		2,000		3500		0		3501		5,000		1.d.
e. Secured by nonfarm non-residential properties in domestic offices.....	3502		57,000		3503		4,000		3504		23,000		1.e.
f. In foreign offices.....	B572		992,000		B573		304,000		B574		963,000		1.f.
2. Loans to depository institutions and acceptances of other banks:													
a. U.S. banks and other U.S. depository institutions.....	5377		0		5378		0		5379		0		2.a.
b. Foreign banks.....	5380		2,000		5381		0		5382		76,000		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594		8,000		1597		0		1583		75,000		3.
4. Commercial and industrial loans.....	1606		1,293,000		1607		97,000		1608		3,591,000		4.

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
5. Loans to individuals for household, family, and other personal expenditures:												
a. Credit Cards.....	B575	1,284,000			B576	976,000			B577	173,000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578	1,472,000			B579	840,000			B580	1,305,000		5.b.
6. Loans to foreign governments and official institutions.....	5389	87,000			5390	0			5391	281,000		6.
7. All other loans.....	5459	138,000			5460	2,000			5461	154,000		7.
8. Lease financing receivables.....	1226	610,000			1227	21,000			1228	495,000		8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505	0			3506	0			3507	20,000		9.
10. TOTAL (sum of items 1 through 9).....	5524	7,842,000			5525	2,775,000			5526	9,121,000		10.

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

	(Column A)				(Column B)				(Column C)			
	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	777,000			5613	1,106,000			5614	1,000		11.
a. Guaranteed portion of loans and leases included in item 11 above.....	5615	770,000			5616	1,016,000			5617	1,000		11.a.

Schedule HC-N—Continued

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		138,000		1659		0		1661		46,000		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		0		6559		0		6560		0		M.2.
3. Loans and leases included in Schedule HC-N, items 1, 2, 4, 5, 6, 7, and 8 extended to non-U.S. addressees above.....	3508		2,687,000		1912		732,000		1913		4,855,000		M.3.
4. Not Applicable													
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above)	C240		52,000		C241		67,000		C226		66,000		M.5.

Items 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).

	(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	
6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	3529		0		3530		0						M.6.

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		83,638,000		1.
2.	LESS: Net unrealized gains (losses) on available-for-sale securities (1) (if a gain, report as a positive value; if a loss, report as a negative value).....	BHCK				
		8434		264,000		2.
3.	LESS: Net unrealized loss on available-for-sale equity securities (1) (report loss as a positive value)	A221		0		3.
4.	LESS: Accumulated net gains (losses) on cash flow hedges (1) (if a gain, report as a positive value; if a loss, report as a negative value).....	4336		233,000		4.
5.	LESS: Nonqualifying perpetual preferred stock	B588		0		5.
6.	Qualifying minority interests in consolidated subsidiaries	B589		9,696,000		6.
7.	LESS: Disallowed goodwill and other disallowed intangible assets	B590		30,158,000		7.
8.	Subtotal (sum of items 1 and 6, less items 2,3,4,5 and 7).....	C227		62,679,000		8.
9.a	LESS: Disallowed servicing assets and purchased credit card relationships	B591		146,000		9.a
9.b	LESS: Disallowed deferred tax assets	5610		0		9.b
10.	Other additions to (deductions from) Tier 1 capital	B592		(373,000)		10.
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b)	8274		62,160,000		11.
Tier 2 Capital						
12.	Qualifying subordinated debt and redeemable preferred stock	5306		8,207,000		12.
13.	Cumulative perpetual preferred stock includible in Tier 2 capital	B593		0		13.
14.	Allowance for loan and lease losses includible in Tier 2 capital	5310		8,538,000		14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital	2221		79,000		15.
16.	Other Tier 2 capital components	B594		(67,000)		16.
17.	Tier 2 capital (sum of items 12 through 16)	5311		16,757,000		17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17)	8275		16,757,000		18.
19.	Tier 3 Capital allocated for market risk	1395		0		19.
20.	LESS: Deductions for total risk-based capital	B595		0		20.
21.	Total risk-based capital (sum of items 11, 18, and 19, less item 20)	3792		78,917,000		21.
Total Assets for leverage ratio						
22.	Average total assets (from Schedule HC-K, item 5)	bhct				
		3368		1,085,213,000		22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above)	B590		30,158,000		23.
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above)	B591		146,000		24.
25.	LESS: Disallowed deferred tax assets (from item 9.b above)	5610		0		25.
		BHCK				
26.	LESS: Other deductions from assets for leverage capital purposes	B596		134,000		26.
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26)	A224		1,054,775,000		27.
28.-30.	Not applicable					
Capital ratios						
31.	Tier 1 leverage ratio (item 11 divided by item 27)	BHCK	Percentage			
		7204	5.89 %			31.
32.	Tier 1 risk-based capital ratio (item 11 divided by item 62)	7206	9.13 %			32.
33.	Total risk-based capital ratio (item 21 divided by item 62)	7205	11.59 %			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-weighted analysis it wishes to perform. In other words, a bank holding company can choose from among its assets and off-balance sheet items that have a risk weight of less than 100 percent which ones to risk-weight at an appropriate lower risk weight, or it can simply risk-weight some or all of these items at a 100 percent risk weight (50 percent for derivatives).

																		C000
(Column A) Totals (from Schedule HC)			(Column B) Items Not Subject to Risk-Weighting			(Column C)			(Column D)			(Column E)			(Column F)			
						Allocation by Risk Weight Category												
						0%			20%			50%			100%			
Dollar Amounts in Thousands																		
Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
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)).....			BHCK 0010			10,693,000			20,993,000			2,268,000			34.			
			33,173,000															
			BHCX 1754															
35. Held-to-maturity securities.....			184,000			0			0			0			184,000			
			BHCK 1773															
36. Available-for-sale securities.....			162,477,000			673,000			62,018,000			29,864,000			11,837,000			
			673,000			62,018,000			29,864,000			11,837,000			58,085,000			
37. Federal funds sold and securities purchased under agreements to resell			150,605,000			103,336,000			31,748,000			15,521,000			37.			
			BHCT 5369															
38. Loans and leases held for sale.....			12,472,000			0			350,000			519,000			5,103,000			
			6,500,000															
			BHCT B528															
39. Loans and leases, net of unearned income (1).....			404,998,000			(1,687,000)			7,641,000			32,725,000			61,524,000			
			304,795,000															
			BHCX 3123															
40. LESS: Allowance for loan and lease losses.....			10,520,000			10,520,000												
			10,520,000															
			BHCX 3545															
41. Trading assets.....			145,059,000			145,059,000			0			0			0			
			0															
			BHCK B639															
42. All other assets (2).....			159,209,000			30,600,000			28,412,000			5,195,000			570,000			
			94,432,000															
			BHCT 2170															
43. Total assets (sum of items 34 through 42).....			1,057,657,000			164,125,000			212,450,000			121,044,000			79,034,000			
			481,785,000															

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

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)			(Column C)			(Column D)			(Column E)			(Column F)					
	Allocation by Risk Weight Category									0%			20%			50%			100%			
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou			
	Dollar Amounts in Thousands																					
Derivatives and Off-Balance Sheet Items	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9					
44. Financial standby letters of credit...	31,799,000			1.00 or 12.5 ²	31,799,000			9,326,000			3,983,000			1,131,000			17,359,000					
45. Performance standby letters of credit.....	92,427,000			.50	46,213,500			162,500			39,071,000			7,000			6,973,000					
46. Commercial and similar letters of credit.....	4,730,000			.20	946,000			50,000			169,000			0			727,000					
47. Risk participations in bankers acceptances acquired by the reporting institution.....	0			1.00	0			0			0			0			0					
48. Securities lent.....	28,519,000			1.00	28,519,000			28,320,000			90,000			0			109,000					
49. Retained recourse on small business obligations sold with recourse.....	0			1.00	0			0			0			0			0					
50. Recourse and direct credit substitutes (other than financial standby letters of credit) subject to the low-level exposure rule and residual interests subject to a dollar-for-dollar capital requirement (3)	118,400			12.50	1,480,000												1,480,000					
51. All other financial assets sold with recourse.....	10,916,000			1.00	10,916,000			0			0			879,000			10,037,000					
52. All other off-balance sheet liabilities.....	2,260,000			1.00	2,260,000			8,000			57,000			8,000			2,187,000					
53. Unused commitments with an original maturity exceeding one year.....	72,684,000			.50	36,342,000			552,000			7,274,000			949,000			27,567,000					
54. Derivative contracts.....					74,043,000			5,560,000			30,641,000			37,842,000								

(1) Column A multiplied by credit conversion factor.

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

See instructions for further information.

(3) Or institution-specific factor.

Schedule HC-R—Continued

														(Column C)	(Column D)			(Column E)			(Column F)				
														Allocation by Risk Weight Category											
														0%			20%			50%			100%		
														Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
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.	
														256,428,500	202,329,000			119,850,000			548,224,000				
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.	
														0	40,465,800			59,925,000			548,224,000				
58.	Market risk equivalent assets.....																						BHCK 1651	58.	
																							34,408,000		
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.	
																							683,022,800		
60.	LESS: Excess allowance for loan and lease losses.....																						BHCK A222	60.	
																							2,039,000		
61.	LESS: Allocated transfer risk reserve.....																						BHCK 3128	61.	
																							0		
62.	Total risk-weighted assets (item 59 minus items 60 and 61).....																						BHCK A223	62.	
																							680,983,800		

Dollar Amounts in Thousands

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** **34,236,000** M.1.

2. Notional principal amounts of derivative contracts: (1)

With a remaining maturity of														
(Column A) One year or less					(Column B) Over one year through five years					(Column C) Over five years				
BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou	BHCK	Tril	Bil	Mil	Thou
3809		2,568,817,000			8766		1,793,158,000			8767		1,313,842,000		
3812		1,335,467,000			8769		171,057,000			8770		87,070,000		
8771		4,064,000			8772		4,459,000			8773		2,841,000		
8774		4,000			8775		0			8776		0		
8777		12,982,000			8778		12,786,000			8779		2,445,000		
A000		34,429,000			A001		47,819,000			A002		4,139,000		

a. Interest rate contracts M.2.a.
 b. Foreign exchange contracts M.2.b.
 c. Gold contracts M.2.c.
 d. Other precious metals contracts M.2.d.
 e. Other commodity contracts M.2.e.
 f. Equity derivative contracts M.2.f.

3. Perpetual preferred stock (including related surplus):

BHCK	Bil	Mil	Thou
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a. Perpetual preferred stock eligible for inclusion in Tier 1 capital:
 (1) Noncumulative perpetual preferred stock 3.a.(1)
 (2) Cumulative perpetual preferred stock 3.a.(2)
 b. Cumulative preferred stock (e.g., trust preferred securities) included and reported in "Minority interest in consolidated subsidiaries and similar items," on Schedule HC 3.b.
 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) 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 5.a.
 b. In the form of common stock 5.b.

5479		0	
5990		1,400,000	
A507		6,725,000	
2771		0	
5483		0	
5484		11,194,000	

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

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

All of Schedule HC-S is to be completed beginning June 30, 2001.

C000 <

Dollar Amounts in Thousands

Securitization Activities

- 1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....
- 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).....
 - b. Standby letters of credit, subordinated securities, and other enhancements.....
- 3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....
- 4. Past due loan amounts included in item 1:
 - a. 30-89 days past due.....
 - b. 90 days or more past due.....
- 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.....
 - b. Recoveries.....

	(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
	BHCK B705 BHCK B706 BHCK B707 BHCK B708 BHCK B709 BHCK B710 BHCK B711																				
	74,904,000 759,000 65,626,000 2,180,000 315,000 0 2,650,000																				
	BHCK B712 BHCK B713 BHCK B714 BHCK B715 BHCK B716 BHCK B717 BHCK B718																				
	975,000 0 97,000 328,000 9,000 0 1,000																				
	BHCK B719 BHCK B720 BHCK B721 BHCK B722 BHCK B723 BHCK B724 BHCK B725																				
	2,558,000 21,000 2,169,000 1,119,000 6,000 0 147,000																				
	BHCK B726 BHCK B727 BHCK B728 BHCK B729 BHCK B730 BHCK B731 BHCK B732																				
	19,000 2,000 113,000 0 0 0 0																				
	BHCK B733 BHCK B734 BHCK B735 BHCK B736 BHCK B737 BHCK B738 BHCK B739																				
	2,195,000 6,000 1,588,000 97,000 6,000 0 4,000																				
	BHCK B740 BHCK B741 BHCK B742 BHCK B743 BHCK B744 BHCK B745 BHCK B746																				
	1,296,000 0 1,390,000 24,000 5,000 0 1,000																				
	BHCK B747 BHCK B748 BHCK B749 BHCK B750 BHCK B751 BHCK B752 BHCK B753																				
	33,000 0 1,011,000 61,000 0 0 1,000																				
	BHCK B754 BHCK B755 BHCK B756 BHCK B757 BHCK B758 BHCK B759 BHCK B760																				
	1,000 0 75,000 0 0 0 0																				

Schedule HC-S—Continued

	(Column A) 1-4 Family Residential Loans			(Column B) Home Equity Lines			(Column C) Credit Card Receivables			(Column D) Auto Loans			(Column E) Other Consumer Loans			(Column F) Commercial and Industrial Loans			(Column G) All Other Loans and Leases			
	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																						
6. Amount of ownership (or seller's) interests carried as:																						
a. Securities (included in HC-B).....				BHCK B761			BHCK B762									BHCK B763						6.a.
				0			0									0						
b. Loans (included in HC-C).....				BHCK B500			BHCK B501									BHCK B502						6.b.
				54,000			458,000									0						
7. Past due loan amounts included in interests reported in item 6.a:																						
a. 30-89 days past due.....				BHCK B764			BHCK B765									BHCK B766						7.a.
				0			0									0						
b. 90 days or more past due.....				BHCK B767			BHCK B768									BHCK B769						7.b.
				0			0									0						
8. Charge-offs and recoveries on loan amounts included in interests reported in item 6.a (calendar year-to-date)																						
a. Charge-offs.....				BHCK B770			BHCK B771									BHCK B772						8.a.
				0			0									0						
b. Recoveries.....				BHCK B773			BHCK B774									BHCK B775						8.b.
				0			0									0						
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			9.
	7,000			0			0			0			0			0			16,000			
10. Reporting institution's unused commitments to provide liquidity to other institution's securitization structures.....	BHCK B783			BHCK B784			BHCK B785			BHCK B786			BHCK B787			BHCK B788			BHCK B789			10.
	0			0			0			0			0			0			224,000			
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			11.
	27,000			0			29,000			0			0			14,000			0			
12. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to assets reported in item 11...	BHCK B797			BHCK B798			BHCK B799			BHCK B800			BHCK B801			BHCK B802			BHCK B803			12.
	27,000			0			4,000			0			0			1,000			0			

Schedule HC-S—Continued

Memoranda

Dollar Amounts in Thousands

	BHCK	Bil	Mil	Thou	
1. Small business obligations transferred with recourse under Section 208 of the Riegle Community Development and Regulatory Improvement Act of 1994:					
a. Outstanding principal balance.....	A249		0		M.1.a.
	bhct				
b. Amount of retained recourse or other seller-provided credit enhancements on these obligations as of the report date.....	A250		0		M.1.b.
2. Outstanding principal balance of assets serviced for others:					
	BHCK				
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	B804		3,645,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		70,060,000		M.2.b.
c. Other financial assets (1).....	A591		70,685,000		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		165,000		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions.....	B807		18,000		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		35,395,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		0		M.3.b.(2)

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.

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			N/A	1.	
2. 5357						
	5357			N/A	2.	
3. 5358						
	5358			N/A	3.	
4. 5359						
	5359			N/A	4.	
5. 5360						
	5360			N/A	5.	
6. B027						
	B027			N/A	6.	
7. B028						
	B028			N/A	7.	
8. B029						
	B029			N/A	8.	
9. B030						
	B030			N/A	9.	
10. B031						
	B031			N/A	10.	

Notes to the Balance Sheet—Continued

		Dollar Amounts in Thousands				
TEXT		BHCK	Bil	Mil	Thou	
11.	B032					
		B032			N/A	11.
12.	B033					
		B033			N/A	12.
13.	B034					
		B034			N/A	13.
14.	B035					
		B035			N/A	14.
15.	B036					
		B036			N/A	15.
16.	B037					
		B037			N/A	16.
17.	B038					
		B038			N/A	17.
18.	B039					
		B039			N/A	18.
19.	B040					
		B040			N/A	19.
20.	B041					
		B041			N/A	20.