

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, Robert B. Willumstad, CEO and President  
Name and Title of Officer

Date of Report:  
**June 30, 2005**  
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.

Citicorp  
Legal Title of Bank Holding Company (TEXT 9010)

\_\_\_\_\_  
Signature of Bank Holding Company Official

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

\_\_\_\_\_  
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:

Carmine Pennella, Vice President  
Name / Title (TEXT 8901)

212-559-6007  
Area Code / Phone Number (TEXT 8902)

212-793-6652  
FAX Number (TEXT 9116)

pennellac@citigroup.com  
E-mail Address of Contact (TEXT 4086)

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# 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		12,469,000		1.a.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs .....	4059		10,148,000		1.a.(2)
b.	Income from lease financing receivables .....	4065		395,000		1.b
c.	Interest income on balances due from depository institutions (1) .....	4115		734,000		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		377,000		1.d.(1)
	(2) Mortgage-backed securities .....	B489		241,000		1.d.(2)
	(3) All other securities: .....	4060		2,719,000		1.d.(3)
e.	Interest income from trading assets .....	4069		1,156,000		1.e.
f.	Interest income on federal funds sold and securities purchased under agreements to resell .....	4020		249,000		1.f.
g.	Other interest income .....	4518		82,000		1.g.
h.	Total interest income (sum of items 1.a through 1.g) .....	4107		28,570,000		1.h.
2.	Interest expense					
a.	Interest on deposits:					
	(1) In domestic offices:					
	(a) Time deposits of \$100,000 or more .....	A517		500,000		2.a.(1)(a)
	(b) Time deposits of less than \$100,000 .....	A518		100,000		2.a.(1)(b)
	(c) Other deposits .....	6761		1,132,000		2.a.(1)(c)
	(2) In foreign offices, Edge and Agreement subsidiaries and IBFs .....	4172		4,510,000		2.a.(2)
b.	Expense on federal funds purchased and securities sold under agreements to repurchase .....	4180		1,014,000		2.b.
c.	Interest on trading liabilities and other borrowed money (excluding subordinated notes and debentures).....	4185		3,177,000		2.c.
d.	Interest on subordinated notes and debentures and on mandatory convertible securities.....	4397		139,000		2.d.
e.	Other interest expense.....	4398		31,000		2.e.
f.	Total interest expense (sum of items 2.a through 2.e).....	4073		10,603,000		2.f.
3.	Net interest income (item 1.h minus item 2.f).....	4074		17,967,000		3.
4.	Provision for loan and lease losses (from Schedule HI-B, part II, item 5).....	4230		3,533,000		4.
5.	Noninterest income:					
a.	Income from fiduciary activities.....	4070		395,000		5.a.
b.	Service charges on deposit accounts in domestic offices.....	4483		233,000		5.b.
c.	Trading revenue (2).....	A220		1,893,000		5.c.
d.	Investment banking, advisory, brokerage, and underwriting fees and commissions.....	B490		591,000		5.d.
e.	Venture capital revenue.....	B491		1,331,000		5.e.
f.	Net servicing fees.....	B492		1,593,000		5.f.
g.	Net securitization income.....	B493		2,465,000		5.g.
h.	(1) Underwriting income from insurance and reinsurance activities.....	C386		154,000		5.h.(1)
	(2) Income from other insurance and reinsurance activities.....	C387		908,000		5.h.(2)
i.	Net gains (losses) on sales of loans and leases.....	8560		117,000		5.i.
j.	Net gains (losses) on sales of other real estate owned.....	8561		3,000		5.j.
k.	Net gains (losses) on sales of other assets (excluding securities).....	B496		316,000		5.k.
l.	Other noninterest income (3).....	B497		3,787,000		5.l.
m.	Total noninterest income (sum of items 5.a through 5.l).....	4079		13,786,000		5.m.
6.a.	Realized gains (losses) on held-to-maturity securities.....	3521		8,000		6.a.
b.	Realized gains (losses) on available-for-sale securities.....	3196		501,000		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		7,961,000		7.a.
b. Expense on premises and fixed assets (net of rental income) (excluding salaries and employee benefits and mortgage interest) .....	4217		2,247,000		7.b.
c. (1) Goodwill impairment losses .....	C216		0		7.c(1).
(2) Amortization expense and impairment for other intangible assets .....	C232		506,000		7.c(2).
d. Other noninterest expense (4) .....	4092		5,476,000		7.d.
e. Total noninterest expense (sum of items 7.a through 7.d) .....	4093		16,190,000		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		12,539,000		8.
9. Applicable income taxes (foreign and domestic) .....	4302		3,876,000		9.
10. Minority interest .....	4484		420,000		10.
11. Income (loss) before extraordinary items and other adjustments (item 8 minus items 9 and 10) .....	4300		8,243,000		11.
12. Extraordinary items, net of applicable taxes and minority interest (5) .....	4320		0		12.
13. Net income (loss) (sum of items 11 and 12) .....	4340		8,243,000		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		18,029,000		M.1.
2. Net income before income taxes, extraordinary items, and other adjustments (Item 8 above) on a fully taxable equivalent basis.....	4592		12,601,000		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		30,000		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		225,000		M.4.
5. Number of full-time equivalent employees at end of current period (round to nearest whole number).....	BHCK	Number			M.5.
	4150		275,248		
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):					
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 Credit & Charge Card Fees	8562		919,000		M.6.f.
g. TEXT					
8563	8563		N/A		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		774,000	M.7.a.
b.	Advertising and marketing expenses.....	0497		1,237,000	M.7.b.
c.	Directors' fees.....	4136		0	M.7.c.
d.	Printing, stationery, and supplies.....	C018		515,000	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 Technology/Communication Expense	8565		571,000	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				
	3571	3571		N/A	M.8.a.(1)
(2)	Applicable income tax effect .....	BHCK	3572	N/A	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.)					
<b>(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):</b>					
a.	Interest rate exposures .....	8757		(157,000)	M.9.a.
b.	Foreign exchange exposures .....	8758		1,605,000	M.9.b.
c.	Equity security and index exposures .....	8759		291,000	M.9.c.
d.	Commodity and other exposures .....	8760		154,000	M.9.d.
10. Impact on income of derivatives held for purposes other than trading:					
a.	Net increase (decrease) to interest income .....	8761		187,000	M.10.a.
b.	Net (increase) decrease to interest expense .....	8762		(178,000)	M.10.b.
c.	Other (noninterest) allocations .....	8763		16,000	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)					
b.	(1) Premiums on insurance related to the extension of credit .....	8431		99,000	M.12.a.
	(2) All other insurance premiums .....	C242		82,000	M.12.b.(1)
		C243		72,000	M.12.b.(2)
c.	Benefits, losses, and expenses from insurance-related activities .....	B983		335,000	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 "0" for no) .....					
	BHCK				
	A530			0	M.13.
14. Stock-based employee compensation expense (net of tax effects).....					
	BHCK	Bil	Mil	Thou	
	C408			38,000	M.14.
15. Stock-based employee compensation expense (net of tax effects) calculated for all awards under the fair value method.....					
	C409			67,000	M.15.

**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		<b>94,678,000</b>		1.
2. Restatements due to corrections of material accounting errors and changes in accounting principles.....	B507		<b>0</b>		2.
3. Balance end of previous calendar year as restated (sum of items 1 and 2).....	B508		<b>94,678,000</b>		3.
	bhct				
4. Net income (loss) (must equal Schedule HI, item 13).....	4340		<b>8,243,000</b>		4.
5. Sale of perpetual preferred stock (excluding treasury stock transactions):	BHCK				
a. Sale of perpetual preferred stock, gross.....	3577		<b>0</b>		5.a.
b. Conversion or retirement of perpetual preferred stock.....	3578		<b>0</b>		5.b.
6. Sale of common stock:					
a. Sale of common stock, gross.....	3579		<b>0</b>		6.a.
b. Conversion or retirement of common stock.....	3580		<b>0</b>		6.b.
7. Sale of treasury stock.....	4782		<b>0</b>		7.
8. LESS: Purchase of treasury stock.....	4783		<b>0</b>		8.
9. Changes incident to business combinations, net.....	4356		<b>0</b>		9.
10. LESS: Cash dividends declared on preferred stock.....	4598		<b>0</b>		10.
11. LESS: Cash dividends declared on common stock.....	4460		<b>2,756,000</b>		11.
12. Other comprehensive income (1).....	B511		<b>(715,000)</b>		12.
13. Change in the offsetting debit to the liability for Employee Stock Ownership Plan (ESOP) debt guaranteed by the bank holding company.....	4591		<b>0</b>		13.
14. Other adjustments to equity capital (not included above).....	3581		<b>121,000</b>		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		<b>99,571,000</b>		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 <sup>1</sup> (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		0		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		4,000		5412		1,000	
(2) Closed-end loans secured by 1-4 family residential properties in domestic offices								
(a) Secured by first liens.....	C234		258,000		C217		21,000	
(b) Secured by junior liens.....	C235		19,000		C218		0	
d. Secured by multifamily (5 or more) residential properties in domestic offices .....	3588		6,000		3589		0	
e. Secured by nonfarm nonresidential properties in domestic offices.....	3590		0		3591		0	
f. In foreign offices.....	B512		67,000		B513		35,000	
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		0		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		205,000		4617		51,000	
b. To non-U.S. addressees (domicile).....	4646		198,000		4618		152,000	
5. Loans to individuals for household, family, and other personal expenditures:								
a. Credit cards.....	B514		2,196,000		B515		533,000	
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B516		1,890,000		B517		311,000	
6. Loans to foreign governments and official institutions.....	4643		0		4627		76,000	
7. All other loans.....	4644		13,000		4628		11,000	
8. Lease financing receivables:								
a. To U.S. addressees (domicile).....	4658		29,000		4668		19,000	
b. To non-U.S. addressees (domicile).....	4659		17,000		4669		13,000	
9. Total (sum of items 1 through 8).....	4635		4,903,000		4605		1,223,000	

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		67,000		4662		35,000	

<sup>1</sup> Include write-downs arising from transfers to a held-for-sale account.

**Schedule HI-B—Continued**

Memoranda - Continued

- Memorandum item 3 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)
3. Uncollectable retail credit card fees and finance charges reversed against income (i.e. not included in charge-offs against the allowance for loan and lease losses) .....

Dollar Amounts in Thousands			
BHCK	Bil	Mil	Thou
C388		437,000	M.3.

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) .....
2. Recoveries (Must equal Schedule HI-B, part I, item 9, column B, above) .....
3. LESS: Charge-offs (must equal Schedule HI-B, part I, item 9, column A above less Schedule HI-B, part II, item 4) .....
4. Less: write-downs arising from transfers of loans to a held-for-sale account.....
5. Provision for loan and lease losses (must equal Schedule HI, item 4).....
6. Adjustments (see instructions for this schedule).....
7. Balance at end of period (sum of items 1,2,5,and 6, less items 3 and 4 must equal Schedule HC, item 4.c).....

Dollar Amounts in Thousands			
BHCK	Bil	Mil	Thou
B522		11,269,000	1.
bhct			
4605		1,223,000	2.
C079		4,890,000	3.
BHCK			
5523		13,000	4.
bhct			
4230		3,533,000	5.
C233		(727,000)	6.
bhct			
3123		10,395,000	7.

Memoranda

1. Allocated transfer risk reserve included in Schedule HI-B, part II, item 7 .....
- Memorandum items 2 and 3 are to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)
2. Separate valuation allowance for uncollectable retail credit card fees and finance charges .....
3. Amount of allowance for loan and lease losses attributable to retail credit card fees and finance charges (included in Schedule HC, item 4.c and Schedule HI-B, part II, item 7) .....

Dollar Amounts in Thousands			
BHCK	Bil	Mil	Thou
C435		33,000	M.1.
C389		0	M.2.
C390		416,000	M.3.

**Notes to the Income Statement—Predecessor Financial Items**

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

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

**Notes to the Income Statement—Other**

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

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

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

**Example**

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

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

**Notes to the Income Statement—Other**

		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—Other, 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. \_\_\_\_\_

Citicorp

Name of Bank Holding Company

**Consolidated Financial Statements for Bank Holding Companies**

Report at the close of business June 30, 2005

**Schedule HC—Consolidated Balance Sheet**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
<b>ASSETS</b>						
1.	Cash and balances due from depository institutions:					
	a. Noninterest-bearing balances and currency and coin. (1).....	0081		21,337,000		1.a.
	b. Interest-bearing balances: (2)					
	(1) In U.S. offices.....	0395		1,586,000		1.b.(1)
	(2) In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0397		30,012,000		1.b.(2)
2.	Securities :					
	a. Held-to-maturity securities (from Schedule HC-B, column A).....	1754		41,000		2.a.
	b. Available-for-sale securities (from Schedule HC-B, column D).....	1773		138,197,000		2.b.
3.	Federal funds sold and securities purchased under agreements to resell:					
	a. Federal funds sold in domestic offices.....	BHDM	B987	6,175,000		3.a.
	b. Securities purchased under agreements to resell (3).....	BHCK	B989	17,054,000		3.b.
4.	Loans and lease financing receivables:					
	a. Loans and leases held for sale.....		5369	12,025,000		4.a.
	b. Loans and leases, net of unearned income.....	B528		554,826,000		4.b.
	c. LESS: Allowance for loan and lease losses.....	3123		10,395,000		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		544,431,000		4.d.
5.	Trading assets (from Schedule HC-D).....	3545		95,595,000		5.
6.	Premises and fixed assets (including capitalized leases).....	2145		6,927,000		6.
7.	Other real estate owned (from Schedule HC-M).....	2150		583,000		7.
8.	Investments in unconsolidated subsidiaries and associated companies.....	2130		1,962,000		8.
9.	Customers' liability on acceptances outstanding.....	2155		1,048,000		9.
10.	Intangible assets:					
	a. Goodwill.....	3163		29,262,000		10.a.
	b. Other intangible assets (from Schedule HC-M).....	0426		13,692,000		10.b.
11.	Other assets (from Schedule HC-F).....	2160		51,530,000		11.
12.	Total assets (sum of items 1 through 11).....	2170		971,457,000		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	
<b>LIABILITIES</b>						
<b>13. Deposits:</b>						
a. In domestic offices (from Schedule HC-E):						
	(1) Noninterest-bearing (1).....	6631		32,590,000		13.a.(1)
	(2) Interest-bearing.....	6636		163,039,000		13.a.(2)
b. In foreign offices, Edge and Agreement subsidiaries, and IBFs:						
	(1) Noninterest-bearing.....	BHFN		31,686,000		13.b.(1)
	(2) Interest-bearing.....	6636		351,509,000		13.b.(2)
<b>14. Federal funds purchased and securities sold under agreements to repurchase:</b>						
	a. Federal funds purchased in domestic offices (2).....	BHDM	B993	29,355,000		14.a.
	b. Securities sold under agreements to repurchase (3).....	BHCK	B995	23,102,000		14.b.
<b>15. Trading liabilities (from Schedule HC-D).....</b>						
		3548		45,673,000		15.
<b>16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule HC-M).....</b>						
		3190		128,287,000		16.
<b>17. Not applicable</b>						
<b>18. Liability on acceptances executed and outstanding.....</b>						
		2920		1,048,000		18.
<b>19 a. Subordinated notes and debentures (4).....</b>						
		4062		20,648,000		19.a.
b. Subordinated notes payable to unconsolidated trusts issuing trust preferred securities, and trust preferred securities issued by consolidated special purpose entities.....						
		C699		836,000		19.b.
<b>20. Other liabilities (from Schedule HC-G).....</b>						
		2750		42,157,000		20.
<b>21. Total liabilities (sum of items 13 through 20).....</b>						
		2948		869,930,000		21.
<b>22. Minority interest in consolidated subsidiaries and similar items.....</b>						
		3000		1,956,000		22.
<b>EQUITY CAPITAL</b>						
<b>23. Perpetual preferred stock and related surplus.....</b>						
		3283		0		23.
<b>24. Common stock (par value).....</b>						
		3230		0		24.
<b>25. Surplus (exclude all surplus related to preferred stock).....</b>						
		3240		40,722,000		25.
<b>26 a. Retained earnings.....</b>						
		3247		61,763,000		26.a.
b. Accumulated other comprehensive income (5).....						
		B530		(2,914,000)		26.b.
<b>27. Other equity capital components (6).....</b>						
		A130		0		27.
<b>28. TOTAL EQUITY CAPITAL (sum of items 23 through 27).....</b>						
		3210		99,571,000		28.
<b>29. Total liabilities, minority interest, and equity capital (sum of items 21, 22 and 28).....</b>						
		3300		971,457,000		29.

**MEMORANDUM (to be completed annually only by top-tier bank holding companies for the December 31 report date)**

1. Indicate below the name and address of the bank holding company's independent external auditing firm (see instructions), and the name and e-mail address of the auditing firm's engagement partner.(7)

a.   
 Name of External Auditing Firm (TEXT C703)  
  
 City (TEXT C708)  
   
 State Abbrev. (TEXT C714) Zip Code (TEXT C715)

b.   
 Name of Engagement Partner (TEXT C704)  
  
 E-mail Address (TEXT C705)

- (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.
- (7) The Federal Reserve regards information submitted in response to Memorandum item 1.b. as confidential.

**Schedule HC—B Securities**

Dollar Amounts in Thousands

		Held-to-Maturity							Available-for-Sale									
		(Column A) Amortized Cost			(Column B) Fair Value				(Column C) Amortized Cost				(Column D) Fair Value					
		BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
1.	U.S. Treasury securities.....	0211			<b>2,000</b>	0213			<b>2,000</b>	1286			<b>14,243,000</b>	1287			<b>14,024,000</b>	1.
2.	U.S. government agency obligations (exclude mortgage-backed securities):																	
	a. Issued by U.S. government agencies (1).....	1289			<b>0</b>	1290			<b>0</b>	1291			<b>273,000</b>	1293			<b>275,000</b>	2.a.
	b. Issued by U.S. government-sponsored agencies (2).....	1294			<b>0</b>	1295			<b>0</b>	1297			<b>8,806,000</b>	1298			<b>8,746,000</b>	2.b.
3.	Securities issued by states and political subdivisions in the U.S.....	8496			<b>0</b>	8497			<b>0</b>	8498			<b>10,443,000</b>	8499			<b>11,074,000</b>	3.
4.	Mortgage-backed securities (MBS)																	
	a. Pass-through securities:																	
	(1) Guaranteed by GNMA.....	1698			<b>0</b>	1699			<b>0</b>	1701			<b>3,759,000</b>	1702			<b>3,759,000</b>	4.a.(1)
	(2) Issued by FNMA and FHLMC	1703			<b>0</b>	1705			<b>0</b>	1706			<b>5,636,000</b>	1707			<b>5,626,000</b>	4.a.(2)
	(3) Other pass-through securities	1709			<b>0</b>	1710			<b>0</b>	1711			<b>33,000</b>	1713			<b>33,000</b>	4.a.(3)
	b. Other mortgage-backed securities (include CMOs, REMICs, and stripped MBS):																	
	(1) Issued or guaranteed by FNMA, FHLMC, or GNMA.....	1714			<b>0</b>	1715			<b>0</b>	1716			<b>579,000</b>	1717			<b>586,000</b>	4.b.(1)
	(2) Collateralized by MBS issued or guaranteed by FNMA, FHLMC, or GNMA.....	1718			<b>0</b>	1719			<b>0</b>	1731			<b>0</b>	1732			<b>0</b>	4.b.(2)
	(3) All other mortgage-backed securities.....	1733			<b>0</b>	1734			<b>0</b>	1735			<b>674,000</b>	1736			<b>694,000</b>	4.b.(3)
5.	Asset-backed securities (ABS):																	
	a. Credit card receivables.....	B838			<b>0</b>	B839			<b>0</b>	B840			<b>3,979,000</b>	B841			<b>4,532,000</b>	5.a.
	b. Home equity lines.....	B842			<b>0</b>	B843			<b>0</b>	B844			<b>390,000</b>	B845			<b>396,000</b>	5.b.
	c. Automobile loans.....	B846			<b>0</b>	B847			<b>0</b>	B848			<b>16,000</b>	B849			<b>16,000</b>	5.c.
	d. Other consumer loans.....	B850			<b>0</b>	B851			<b>0</b>	B852			<b>80,000</b>	B853			<b>83,000</b>	5.d.
	e. Commercial and industrial loans..	B854			<b>0</b>	B855			<b>0</b>	B856			<b>85,000</b>	B857			<b>86,000</b>	5.e.
	f. Other.....	B858			<b>0</b>	B859			<b>0</b>	B860			<b>388,000</b>	B861			<b>388,000</b>	5.f.
6.	Other debt securities:																	
	a. Other domestic debt securities....	1737			<b>0</b>	1738			<b>0</b>	1739			<b>12,190,000</b>	1741			<b>11,927,000</b>	6.a.
	b. Foreign debt securities.....	1742			<b>39,000</b>	1743			<b>39,000</b>	1744			<b>74,462,000</b>	1746			<b>74,843,000</b>	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	889,000			A511	1,109,000			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	41,000		1771	41,000		1772	136,925,000			1773	138,197,000					

Memoranda

	BHCK	Bil	Mil	Thou	
1. Pledged securities (1).....	0416	61,801,000			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	32,727,000			M.2.a.
b. Over 1 year to 5 years.....	0384	57,693,000			M.2.b.
c. Over 5 years.....	0387	46,709,000			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.
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	17,000			M.4.a.
b. Fair value.....	8783	18,000			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. Exclude assets held for trading and commercial paper.

Dollar Amounts in Thousands

	Consolidated (Column A)			In Domestic Offices (Column B)			
	BHCK	Bil	Thou	BHDM	Bil	Thou	
1. Loans secured by real estate.....	1410		223,662,000				1.
a. Construction and land development, and other land loans.....				1415		1,035,000	1.a.
b. Secured by farmland.....				1420		23,000	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		18,784,000	1.c.(1)
(2) All other loans secured by 1-4 family residential properties:							
(a) Secured by first liens.....				5367		132,362,000	1.c.(2)(a)
(b) Secured by junior liens.....				5368		13,851,000	1.c.(2)(b)
d. Secured by multifamily (5 or more) residential properties.....				1460		8,626,000	1.d.
e. Secured by nonfarm nonresidential properties.....				1480		5,113,000	1.e.
2. Loans to depository institutions and acceptances of other banks.....				1288		1,490,000	2.
a. To U.S. banks and other U.S. depository institutions.....	1292		135,000				2.a.
b. To foreign banks.....	1296		7,150,000				2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1590		563,000	1590		37,000	3.
4. Commercial and industrial loans.....				1766		35,523,000	4.
a. To U.S. addressees (domicile).....	1763		36,319,000				4.a.
b. To non-U.S. addressees (domicile).....	1764		86,444,000				4.b.
5. Not applicable							
6. Loans to individuals for household, family, and other personal expenditures (i.e., consumer loans) (includes purchased paper).....				1975		97,294,000	6.
a. Credit cards.....	B538		70,985,000				6.a.
b. Other revolving credit plans.....	B539		13,247,000				6.b.
c. Other consumer loans (includes single payment, installment, and all student loans).....	2011		88,762,000				6.c.
7. Loans to foreign governments and official institutions (including foreign central banks).....	2081		1,083,000	2081		15,000	7.
8. Not applicable							
9. All other loans.....	1635		30,573,000	1635		14,145,000	9.
10. Lease financing receivables (net of unearned income).....				2165		7,208,000	10.
a. To U.S. addressees (domicile).....	2182		6,479,000				10.a.
b. To non-U.S. addressees (domicile).....	2183		4,054,000				10.b.
11. LESS: Any unearned income on loans reflected in items 1-9 above.....	2123		2,605,000	2123		1,188,000	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		566,851,000	2122		334,318,000	12.

**Schedule HC-C—Continued**

		Dollar Amounts in Thousands			
		<b>Consolidated</b>			
	BHCK	Bil	Mil	Thou	
Memoranda					
1. Loans and leases restructured and in compliance with modified terms (included in Schedule HC-C, above and not reported as past due or nonaccrual in Schedule HC-N, memorandum item 1) (exclude loans secured by 1-4 family residential properties and loans to individuals for household, family, and other personal expenditures).....	1616		31,000		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		554,000		M.2.
3. Loans secured by real estate to non-U.S. addressees (domicile) (included in Schedule HC-C, item 1, column A).....	B837		42,418,000		M.3.
Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions)					
4. Outstanding credit card fees and finance charges (included in Schedule HC-C, item 6.a., column A).....	C391		4,002,000		M.4.

**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	
<b>ASSETS</b>					
1. U.S. Treasury securities in domestic offices.....	3531		2,606,000		1.
2. U.S. Government agency obligations in domestic offices (exclude mortgage-backed securities).....	3532		0		2.
3. Securities issued by states and political subdivisions in the U.S. in domestic offices.....	3533		0		3.
4. Mortgage-backed securities (MBS) in domestic offices:					
a. Pass-through securities issued or guaranteed by FNMA, FHLMC, or GNMA.....	3534		802,000		4.a.
b. Other MBS issued or guaranteed by FNMA, FHLMC, or GNMA (include CMOs, REMICs, and stripped MBS).....	3535		1,716,000		4.b.
c. All other mortgage-backed securities.....	3536		77,000		4.c.
5. Other debt securities in domestic offices.....	3537		3,840,000		5.
6.-8. Not applicable.					
9. Other trading assets in domestic offices.....	3541		20,858,000		9.
10. Trading assets in foreign offices.....	3542		28,653,000		10.
11. Derivatives with a positive fair value:					
a. In domestic offices.....	3543		13,567,000		11.a.
b. In foreign offices.....	BHFN				
b. In foreign offices.....	3543		23,476,000		11.b.
12. Total trading assets (sum of items 1 through 11) (must equal Schedule HC, item 5).....	bhct				
	3545		95,595,000		12.
<b>LIABILITIES</b>					
13. Liability for short positions.....	BHCK				
	3546		7,420,000		13.
14. Derivatives with a negative fair value.....	3547		38,253,000		14.
	bhct				
15. Total trading liabilities (sum of items 13 and 14)(must equal Schedule HC, item 15).....	3548		45,673,000		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	12,964,000		1.a.
b.	NOW, ATS, and other transaction accounts.....	3187	2,311,000		1.b.
c.	Money market deposit accounts and other savings accounts.....	2389	95,818,000		1.c.
d.	Time deposits of less than \$100,000.....	6648	3,395,000		1.d.
e.	Time deposits of \$100,000 or more.....	2604	21,214,000		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	4,870,000		2.a.
b.	NOW, ATS, and other transaction accounts.....	3187	879,000		2.b.
c.	Money market deposit accounts and other savings accounts.....	2389	44,797,000		2.c.
d.	Time deposits of less than \$100,000.....	6648	5,852,000		2.d.
e.	Time deposits of \$100,000 or more.....	2604	3,529,000		2.e.

Memoranda

		BHDM	Bil	Mil	Thou	
1.	Brokered deposits less than \$100,000 with a remaining maturity of one year or less.....	A243		40,991,000		M.1.
2.	Brokered deposits less than \$100,000 with a remaining maturity of more than one year.....	A164		3,000		M.2.
3.	Time deposits of \$100,000 or more with a remaining maturity of one year or less.....	A242		21,021,000		M.3.
		BHFN				
4.	Foreign office time deposits with a remaining maturity of one year or less.....	A245		119,904,000		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		6,702,000		1.
2.	Net deferred tax assets (2).....	2148		1,798,000		2.
3. Interest-only strips receivable (not in the form of a security) (3) on:.....						
a.	Mortgage loans.....	A519		453,000		3.a.
b.	Other financial assets.....	A520		0		3.b.
4.	Equity securities that DO NOT have readily determinable fair values (4).....	1752		11,163,000		4.
5.	Other.....	2168		31,414,000		5.
a.	Cash surrender value of life insurance (report only amounts that exceed 25% of Schedule HC-F, item 5).....	C009		0		5.a.
6. Total (sum of items 1 through 5) (must equal Schedule HC, item 11).....		bhct				
		2160		51,530,000		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		1,943,000		2.
3.	Allowance for credit losses on off-balance sheet credit exposures.....	B557		700,000		3.
4.	Other.....	B984		39,514,000		4.
5. Total (sum of items 2 through 4) (must equal Schedule HC, item 20).....		bhct				
		2750		42,157,000		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		382,824,000		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		352,356,000		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.a on Schedule HC, Balance Sheet.....	3298		57,394,000		3.
4. Variable rate preferred stock (includes both limited-life and perpetual preferred stock).....	3408		0		4.
5. Long-term debt reported in Schedule HC, item 19.a on the Balance Sheet that is scheduled to mature within one year.....	3409		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	
<b>ASSETS</b>					
1. Reinsurance recoverables.....	B988			N/A	1.
2. Total assets.....	C244			N/A	2.
<b>LIABILITIES</b>					
3. Claims and claims adjustment expense reserves.....	B990			N/A	3.
4. Unearned premiums.....	B991			N/A	4.
5. Total equity.....	C245			N/A	5.
6. Net Income.....	C246			N/A	6.

**Part II. Life and Health Underwriting**

		Dollar Amounts in Thousands			
	BHCK	Bil	Mil	Thou	
<b>ASSETS</b>					
1. Reinsurance recoverables.....	C247			N/A	1.
2. Separate account assets.....	B992			N/A	2.
3. Total assets.....	C248			N/A	3.
<b>LIABILITIES</b>					
4. Policy holder benefits and contract holder funds.....	B994			N/A	4.
5. Separate account liabilities.....	B996			N/A	5.
6. Total equity.....	C249			N/A	6.
7. Net income.....	C250			N/A	7.

**Schedule HC-K—Quarterly Averages**

Dollar Amounts in Thousands			
BHCK	Bil	Mil	Thou
<b>ASSETS</b>			
1.	3515	139,009,000	1.
2.	3365	16,234,000	2.
3.	3516	561,324,000	3.
4.	3401	99,452,000	4.a.
	B985	37,411,000	4.b.
5.	3368	952,677,000	5.
<b>LIABILITIES</b>			
6.	3517	164,308,000	6.
7.	3404	343,101,000	7.
8.	3353	41,125,000	8.
9.	2635	131,179,000	9.
10.			
<b>EQUITY CAPITAL</b>			
11.	3519	97,931,000	11.

For Federal Reserve Bank Use Only C.I.   _____
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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.	3814	20,120,000	1.a.
b.	3815	816,452,000	1.b.
c.	3816	1,613,000	1.c.(1)
	6550	291,000	1.c.(2)
d.	3817	99,000	1.d.
e.	3818	284,528,000	1.e.
2.	6566	49,887,000	2.
a.	3820	11,578,000	2.a.
3.	6570	9,344,000	3.
a.	3822	872,000	3.a.
4.	3411	6,121,000	4.
5.	3428	0	5.
6.	3433	68,022,000	6.
7. Credit derivatives:			
a.	A534	312,764,000	7.a.
(1)	C219	1,701,000	7.a.(1)
(2)	C220	2,877,000	7.a.(2)
b.	A535	351,857,000	7.b.
(1)	C221	3,418,000	7.b.(1)
(2)	C222	2,377,000	7.b.(2)
8.	8765	249,357,000	8.

**Schedule HC-L—Continued**

		Dollar Amounts in Thousands				
		BHCK	Bil	Mil	Thou	
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)						
	a. Securities borrowed.....	3430			0	9.
	b. Commitments to purchase when-issued securities.....	3432			0	9.a.
	c. Commitments to sell when-issued securities.....	3434			0	9.b.
	d. TEXT	3435			0	9.c.
	6561					
	e. TEXT	6561			N/A	9.d.
	6562					
	f. TEXT	6562			N/A	9.e.
	6568					
	g. TEXT	6568			N/A	9.f.
	6586					
	10. Not applicable	6586			N/A	9.g.

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 .....	<b>313,138,000</b>				<b>6,227,000</b>				<b>4,248,000</b>				<b>2,267,000</b>				11.a.
	BHCK 8693				BHCK 8694				BHCK 8695				BHCK 8696				
b. Forward contracts .....	<b>804,039,000</b>				<b>1,499,212,000</b>				<b>2,248,000</b>				<b>2,970,000</b>				11.b.
	BHCK 8697				BHCK 8698				BHCK 8699				BHCK 8700				
c. Exchange-traded option contracts:																	
(1) Written options .....	<b>255,239,000</b>				<b>1,361,000</b>				<b>1,699,000</b>				<b>63,000</b>				11.c.(1)
	BHCK 8701				BHCK 8702				BHCK 8703				BHCK 8704				
(2) Purchased options .....	<b>230,208,000</b>				<b>1,570,000</b>				<b>1,054,000</b>				<b>53,000</b>				11.c.(2)
	BHCK 8705				BHCK 8706				BHCK 8707				BHCK 8708				
d. Over-the-counter option contracts:																	
(1) Written options .....	<b>1,446,320,000</b>				<b>286,609,000</b>				<b>31,142,000</b>				<b>6,899,000</b>				11.d.(1)
	BHCK 8709				BHCK 8710				BHCK 8711				BHCK 8712				
(2) Purchased options .....	<b>1,352,214,000</b>				<b>271,972,000</b>				<b>22,884,000</b>				<b>8,498,000</b>				11.d.(2)
	BHCK 8713				BHCK 8714				BHCK 8715				BHCK 8716				
e. Swaps .....	<b>12,152,576,000</b>				<b>508,271,000</b>				<b>41,607,000</b>				<b>9,331,000</b>				11.e.
	BHCK 3450				BHCK 3826				BHCK 8719				BHCK 8720				
12. Total gross amount of derivative contracts held for trading .....	<b>16,061,716,000</b>				<b>2,527,500,000</b>				<b>104,657,000</b>				<b>30,081,000</b>				12.
	BHCK A126				BHCK A127				BHCK 8723				BHCK 8724				
13. Total gross amount of derivative contracts held for purposes other than trading .....	<b>492,018,000</b>				<b>47,722,000</b>				<b>225,000</b>				<b>0</b>				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 .....	<b>214,549,000</b>				<b>47,873,000</b>				<b>5,653,000</b>				<b>4,982,000</b>				14.a.(1)
	BHCK 8733				BHCK 8734				BHCK 8735				BHCK 8736				
(2) Gross negative fair value .....	<b>215,026,000</b>				<b>47,161,000</b>				<b>5,723,000</b>				<b>5,298,000</b>				14.a.(2)
	BHCK 8737				BHCK 8738				BHCK 8739				BHCK 8740				
b. Contracts held for purposes other than trading:																	
(1) Gross positive fair value .....	<b>3,413,000</b>				<b>747,000</b>				<b>39,000</b>				<b>0</b>				14.b.(1)
	BHCK 8741				BHCK 8742				BHCK 8743				BHCK 8744				
(2) Gross negative fair value .....	<b>1,775,000</b>				<b>302,000</b>				<b>1,000</b>				<b>0</b>				14.b.(2)
	BHCK 8745				BHCK 8746				BHCK 8747				BHCK 8748				

**Schedule HC-M—Memoranda**

Dollar Amounts in Thousands

	NUMBER (UNROUNDED)		Dollar Amounts in Thousands				
	BHCK		Bil	Mil	Thou		
1. Total number of bank holding company common shares outstanding.....	3459	1,000					1.
2. Debt maturing in one year or less (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	6555		26,702,000				2.
3. Debt maturing in more than one year (included in Schedule HC, items 16 and 19.a) that is issued to unrelated third parties by bank subsidiaries .....	6556		17,871,000				3.
4. Other assets acquired in satisfaction of debts previously contracted .....	6557		809,000				4.
5. Securities purchased under agreements to resell netted against securities sold under agreements to repurchase on Schedule HC .....	A288		2,202,000				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		318,000				6.
7. Total assets of unconsolidated subsidiaries and associated companies .....	5376		26,198,000				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 "0" for no.) .....	BHCK C251		0				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 "0" for no.) .....	BHCK 6689		0				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 "0" for no.) .....	BHCK 6019		0				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 "0" for no. If the answer to this question is no, complete the FR Y-10. ....	BHCK 6416		0				11.
TEXT 6428 N/A							
Name of bank holding company official verifying FR Y-10 reporting (Please type or print)							
12. Intangible assets other than goodwill:							
a. Mortgage servicing assets.....							
(1) Estimated fair value of mortgage servicing assets.....	6438		3,404,000				12.a.(1)
b. Purchased credit card relationships and nonmortgage servicing assets.....	B026		4,355,000				12.b.
c. All other identifiable intangible assets.....	5507		5,927,000				12.c.
	bhct						
d. Total (sum of items 12.a, 12.b, and 12.c) (must equal Schedule HC, item 10.b).....	0426		13,692,000				12.d.
13. Other real estate owned:	BHCK						
a. Real estate acquired in satisfaction of debts previously contracted.....	2744		257,000				13.a.
b. Other real estate owned.....	2745		326,000				13.b.
	bhct						
c. Total (sum of items 13.a and 13.b) (must equal Schedule HC, item 7).....	2150		583,000				13.c.
14. Other borrowed money:	BHCK						
a. Commercial paper.....	2309		4,787,000				14.a.
b. Other borrowed money with a remaining maturity of one year or less.....	2332		47,140,000				14.b.
c. Other borrowed money with a remaining maturity of more than one year.....	2333		76,360,000				14.c.
	bhct						
d. Total (sum of items 14.a, 14.b, and 14.c) (must equal Schedule HC, item 16).....	3190		128,287,000				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 "0" for no.).....

BHCK		
B569		1

15.

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

BHCK	Bil	Mil	Thou
B570		14,823,000	

16.

*The following two questions (items 17 and 18) will be used to determine if the reporting bank holding company must complete the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). In most cases, these questions are only applicable to the top-tier BHC. See the line item instructions for further details.*

17. Does the bank holding company hold, either directly or indirectly through a subsidiary or affiliate, any nonfinancial equity investments (see instructions for definition) within a Small Business Investment Company (SBIC) structure, or under section 4(c)(6) or 4(c)(7) of the Bank Holding Company Act, or pursuant to the the merchant banking authority of section 4(k)(4)(H) of the Bank Holding Company Act, or pursuant to the investment authority granted by Regulation K?  
(Enter "1" for yes; enter "0" for no).....

BHCK		
C161		0

17.

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

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

BHCK		
C159		N/A

18.

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

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

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

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

BHCK		
C700		0

19.a.

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

BHCK		
C701		0

19.b.

**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. Balances of broker-dealer subsidiaries engaged in underwriting or dealing securities pursuant to Section 4(k)(4)(E) of the Bank Holding Company Act as amended by the Gramm-Leach-Bliley Act:

BHCK	Bil	Mil	Thou
C252			N/A
4832			N/A
4833			N/A
4834			N/A
5041			N/A
5043			N/A
5045			N/A
5047			N/A
C253			N/A

a. Net assets..... 20.a.

b. Balances due from related institutions:

(1) Due from the bank holding company (parent company only), gross..... 20.b.(1)

(2) Due from the subsidiary banks of the bank holding company, gross..... 20.b.(2)

(3) Due from nonbank subsidiaries of the bank holding company, gross..... 20.b.(3)

c. Balances due to related institutions:

(1) Due to bank holding company (parent company only), gross..... 20.c.(1)

(2) Due to subsidiary banks of the bank holding company, gross..... 20.c.(2)

(3) Due to nonbank subsidiaries of the bank holding company, gross..... 20.c.(3)

d. Intercompany liabilities reported in items 20.c.(1), 20.c.(2), and 20.c.(3) above that qualify as liabilities subordinated to claims of general creditors..... 20.d.

21. Net assets of insurance underwriting subsidiaries..... 21.

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

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

TEXT	
C497	http://www.citigroup.com/citigroup/fin/data/k04c.pdf

22.

**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		31,000		2769		0		3492		2,000		1.a.
b. Secured by farmland in domestic offices.....	3493		0		3494		0		3495		0		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		1,000		5400		15,000		1.c.(1)
(2) Closed-end loans secured by 1-4 family residential properties:													
(a) Secured by first liens.....	C236		2,038,000		C237		967,000		C229		920,000		1.c.(2).(a)
(b) Secured by junior liens.....	C238		137,000		C239		0		C230		127,000		1.c.(2).(b)
d. Secured by multifamily (5 or more) residential properties in domestic offices.....	3499		6,000		3500		0		3501		1,000		1.d.
e. Secured by nonfarm non-residential properties in domestic offices.....	3502		9,000		3503		0		3504		64,000		1.e.
f. In foreign offices.....	B572		686,000		B573		31,000		B574		1,183,000		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		0		5381		0		5382		41,000		2.b.
3. Loans to finance agricultural production and other loans to farmers.....	1594		3,000		1597		0		1583		11,000		3.
4. Commercial and industrial loans.....	1606		564,000		1607		97,000		1608		1,475,000		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		1,565,000		B576		1,183,000		B577		182,000		5.a.
b. Other (includes single payment, installment, all student loans, and revolving credit plans other than credit cards).....	B578		1,996,000		B579		908,000		B580		2,079,000		5.b.
6. Loans to foreign governments and official institutions.....	5389		0		5390		0		5391		9,000		6.
7. All other loans.....	5459		98,000		5460		8,000		5461		42,000		7.
8. Lease financing receivables.....	1226		163,000		1227		1,000		1228		86,000		8.
9. Debt securities and other assets (exclude other real estate owned and other repossessed assets).....	3505		0		3506		0		3507		5,000		9.
10. TOTAL (sum of items 1 through 9).....	5524		7,331,000		5525		3,196,000		5526		6,242,000		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		1,075,000		5613		1,744,000		5614		0		11.
a. Guaranteed portion of loans and leases included in item 11 above.....	5615		1,037,000		5616		1,633,000		5617		0		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		1,000		1659		0		1661		21,000	
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		2,124,000		1912		407,000		1913		4,298,000		M.3.
4. Not Applicable													
5. Loans and leases held-for-sale (included in Schedule HC-N, items 1 through 8 above) ...	C240		0		C241		0		C226		0		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).

6. Interest rate, foreign exchange rate, and commodity and equity contracts: Fair value of amounts carried as assets.....	BHCK	Bil	Mil	Thou	BHCK	Bil	Mil	Thou	
		3529		0		3530		0	

Items 7 and 8 are to be completed beginning December 31, 2003.

7. Additions to nonaccrual assets.....	C410		2,249,000							M.7.
8. Nonaccrual assets sold during the quarter.....	C411		74,000							M.8.

**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

<b>Tier 1 capital</b>		bhcx	Bil	Mil	Thou	
1.	Total equity capital (from Schedule HC, item 28) .....	3210		99,571,000		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		859,000		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		93,000		4.
5.	LESS: Nonqualifying perpetual preferred stock .....	B588		0		5.
6.a.	Qualifying minority interests in consolidated subsidiaries and similar items .....	B589		864,000		6.a.
6.b.	Qualifying trust preferred securities (2) .....	C502		813,000		6.b.
7.	LESS: Disallowed goodwill and other disallowed intangible assets .....	B590		35,189,000		7.
8.	Subtotal (sum of items 1 and 6.a. and 6.b., less items 2, 3, 4, 5 and 7) .....	C227		65,107,000		8.
9.a.	LESS: Disallowed servicing assets and purchased credit card relationships .....	B591		346,000		9.a.
9.b.	LESS: Disallowed deferred tax assets .....	5610		0		9.b.
10.	Other additions to (deductions from) Tier 1 capital .....	B592		(497,000)		10.
11.	Tier 1 capital (sum of items 8 and 10, less items 9.a and 9.b) .....	8274		64,264,000		11.
<b>Tier 2 Capital</b>						
12.	Qualifying subordinated debt and redeemable preferred stock .....	5306		17,747,000		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		9,086,000		14.
15.	Unrealized gains on available-for-sale equity securities includible in Tier 2 capital .....	2221		99,000		15.
16.	Other Tier 2 capital components .....	B594		0		16.
17.	Tier 2 capital (sum of items 12 through 16) .....	5311		26,932,000		17.
18.	Allowable Tier 2 capital (lesser of item 11 or 17) .....	8275		26,932,000		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		91,196,000		21.
<b>Total Assets for leverage ratio</b>						
22.	Average total assets (from Schedule HC-K, item 5) .....	3368		952,677,000		22.
23.	LESS: Disallowed goodwill and other disallowed intangible assets (from item 7 above) .....	B590		35,189,000		23.
24.	LESS: Disallowed servicing assets and purchased credit card relationships (from item 9.a above) .....	B591		346,000		24.
25.	LESS: Disallowed deferred tax assets (from item 9.b above) .....	5610		0		25.
26.	LESS: Other deductions from assets for leverage capital purposes .....	BHCK				
		B596		6,215,000		26.
27.	Average total assets for leverage capital purposes (item 22 less items 23 through 26) .....	A224		910,927,000		27.
28.-30.	Not applicable					
<b>Capital ratios</b>						
31.	Tier 1 leverage ratio (item 11 divided by item 27) .....	BHCK	Percentage			
		7204		7.05 %		31.
32.	Tier 1 risk-based capital ratio (item 11 divided by item 62) .....	7206		9.02 %		32.
33.	Total risk-based capital ratio (item 21 divided by item 62) .....	7205		12.80 %		33.

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

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

**Schedule HC-R—Continued**

Bank holding companies are not required to risk-weight each on-balance sheet asset and the credit equivalent amount of each off-balance sheet item that qualifies for a risk weight of less than 100 percent (50 percent for derivatives) at its lower risk weight. When completing items 34 through 54 of Schedule HC-R, each bank holding company should decide for itself how detailed a risk-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			22,494,000			27,169,000			3,272,000			34.														
			52,935,000																										
35. Held-to-maturity securities.....			BHCX 1754			41,000			0			0			41,000			35.											
			138,197,000			3,677,000			72,535,000			40,806,000			7,544,000			13,635,000			36.								
36. Available-for-sale securities.....			BHCX 1773																										
37. Federal funds sold and securities purchased under agreements to resell .....			BHCK C225			23,229,000			14,318,000			8,194,000			717,000			37.											
			BHCT 5369			12,025,000			0			2,314,000			8,650,000			1,061,000			38.								
38. Loans and leases held for sale.....			BHCT B528			554,826,000			696,000			13,504,000			38,427,000			136,565,000			365,634,000			39.					
39. Loans and leases, net of unearned income .....			BHCX 3123			10,395,000			10,395,000												40.								
40. LESS: Allowance for loan and lease losses.....			BHCX 3545			95,595,000			95,595,000			0			0			0			0			41.					
41. Trading assets.....			BHCK B639			105,004,000			40,440,000			2,842,000			11,345,000			666,000			49,711,000			42.					
42. All other assets (1).....			BHCT 2170			971,457,000			130,013,000			125,693,000			128,255,000			153,425,000			434,071,000			43.					
43. Total assets (sum of items 34 through 42).....																													

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

Schedule HC-R—Continued

	(Column A) Face Value or Notional Amount			Credit Conversion Factor	(Column B) Credit Equivalent Amount (1)			(Column C)			(Column D)			(Column E)			(Column F)			
	Allocation by Risk Weight Category							0%			20%			50%			100%			
	Bil	Mil	Thou		Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	
Dollar Amounts in Thousands																				
<b>Derivatives and Off-Balance Sheet Items</b>	BHCK B546				BHCE			BHC0			BHC2			BHC5			BHC9			
44. Financial standby letters of credit...	49,888,000			1.00 or 12.5 <sup>2</sup>	49,888,000			9,871,000			13,078,000			1,027,000			25,912,000			44.
45. Performance standby letters of credit.....	bhct 6570																			
	9,344,000			.50	4,672,000			217,000			350,000			146,000			3,959,000			45.
46. Commercial and similar letters of credit.....	bhct 3411																			
	6,121,000			.20	1,224,200			58,200			175,000			0			991,000			46.
47. Risk participations in bankers acceptances acquired by the reporting institution.....	BHCK 3429																			
	0			1.00	0			0			0			0			0			47.
48. Securities lent.....	bhct 3433																			
	68,022,000			1.00	68,022,000			68,017,000			4,000			0			1,000			48.
49. Retained recourse on small business obligations sold with recourse.....	bhct A250																			
	0			1.00	0			0			0			0			0			49.
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)	BHCK B541																			
	2,628,000			7.81	20,533,000												20,533,000			50.
51. All other financial assets sold with recourse.....	BHCK B675																			
	1,297,000			1.00	1,297,000			0			0			805,000			492,000			51.
52. All other off-balance sheet liabilities.....	BHCK B681																			
	642,000			1.00	642,000			10,000			40,000			8,000			584,000			52.
53. Unused commitments with an original maturity exceeding one year.....	BHCK 6572																			
	148,610,000			.50	74,305,000			2,038,000			13,302,000			2,148,000			56,817,000			53.
54. Derivative contracts.....	BHCE A167																			
					133,046,000			5,812,000			79,978,000			47,256,000						54.

(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	
Dollar Amounts in Thousands														
<b>Totals</b>														
55.	Total assets, derivatives, and off-balance sheet items by risk weight category (for each column, sum of items 43 through 54).....	BHCK B696			BHCK B697			BHCK B698			BHCK B699			55.
		211,716,200			235,182,000			204,815,000			543,360,000			
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			47,036,400			102,407,500			543,360,000			
58.	Market risk equivalent assets.....										BHCK 1651			58.
											21,748,000			
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.
											714,551,900			
60.	LESS: Excess allowance for loan and lease losses.....										BHCK A222			60.
											1,976,000			
61.	LESS: Allocated transfer risk reserve.....										BHCK 3128			61.
											33,000			
62.	Total risk-weighted assets (item 59 minus items 60 and 61).....										BHCK A223			62.
											712,542,900			

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	42,978,000			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		5,790,802,000			8766		4,878,501,000			8767		3,390,948,000		
3812		1,653,601,000			8769		340,827,000			8770		160,754,000		
8771		2,814,000			8772		5,222,000			8773		277,000		
8774		90,000			8775		7,000			8776		0		
8777		11,623,000			8778		28,749,000			8779		1,968,000		
A000		46,390,000			A001		297,772,000			A002		38,796,000		

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. Preferred stock (including related surplus) eligible for inclusion in Tier 1 capital:

	BHCK	Bil	Mil	Thou	
a. Noncumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) .....	5479			0	3.a.
b. Cumulative perpetual preferred stock (included and reported in "Total equity capital," on Schedule HC) .....	5990			0	3.b.
c. Other noncumulative preferred stock eligible for inclusion in Tier 1 capital (e.g., REIT preferred securities)(included in Schedule HC, item 22)	C498			0	3.c.
d. Other cumulative preferred stock eligible for inclusion in Tier 1 capital (excluding trust preferred securities) (included in Schedule HC, item 20 or 22) .....	A507			0	3.d.

4. Offsetting debit to the liability (i.e., the contra account) for Employee Stock Ownership Plan (ESOP) debt guaranteed by the reporting bank holding company (included in Schedule HC, item 27) .....

	2771			0	4.
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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			0	5.a.
b. In the form of common stock .....	5484			0	5.b.

(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**

																					<b>C000</b>																				
																					(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														
Dollar Amounts in Thousands																					Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou	Bil	Mil	Thou
<b>Securitization Activities</b>																																									
1. Outstanding principal balance of assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements.....																					BHCK B705	BHCK B706		BHCK B707		BHCK B708		BHCK B709		BHCK B710		BHCK B711							1.		
																					223,302,000	597,000		86,480,000		35,000		3,422,000		1,089,000		2,270,000									
2. Maximum amount of credit exposure arising from recourse or other seller-provided credit enhancements provided to structures reported in item 1 in the form of:																																									
a. Credit enhancing interest-only strips (included in HC-B, HC-D, or HC-F).....																					BHCK B712	BHCK B713		BHCK B714		BHCK B715		BHCK B716		BHCK B717		BHCK B718							2.a.		
																					7,000	13,000		1,598,000		2,000		96,000		0		0									
b. Subordinated securities, and other residual interests.....																					BHCK C393	BHCK C394		BHCK C395		BHCK C396		BHCK C397		BHCK C398		BHCK C399							2.b.		
																					6,000	16,000		4,587,000		2,000		1,000		16,000		8,000									
c. Standby letters of credit and other enhancements.....																					BHCK C400	BHCK C401		BHCK C402		BHCK C403		BHCK C404		BHCK C405		BHCK C406							2.c.		
																					1,049,000	0		0		0		0		39,000		0									
3. Reporting institution's unused commitments to provide liquidity to structures reported in item 1.....																					BHCK B726	BHCK B727		BHCK B728		BHCK B729		BHCK B730		BHCK B731		BHCK B732							3.		
																					4,000	0		0		0		0		0		0									
4. Past due loan amounts included in item 1:																																									
a. 30-89 days past due.....																					BHCK B733	BHCK B734		BHCK B735		BHCK B736		BHCK B737		BHCK B738		BHCK B739							4.a.		
																					6,435,000	6,000		1,657,000		3,000		79,000		91,000		0									
b. 90 days or more past due.....																					BHCK B740	BHCK B741		BHCK B742		BHCK B743		BHCK B744		BHCK B745		BHCK B746							4.b.		
																					2,641,000	1,000		1,231,000		1,000		78,000		21,000		0									
5. Charge-offs and recoveries on assets sold and securitized with servicing retained or with recourse or other seller-provided credit enhancements (calendar year-to-date)																																									
a. Charge-offs.....																					BHCK B747	BHCK B748		BHCK B749		BHCK B750		BHCK B751		BHCK B752		BHCK B753							5.a.		
																					11,000	0		2,790,000		1,000		0		0		0									
b. Recoveries.....																					BHCK B754	BHCK B755		BHCK B756		BHCK B757		BHCK B758		BHCK B759		BHCK B760							5.b.		
																					1,000	0		321,000		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.
				371,000			9,810,000									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						
<b>For Securitization Facilities Sponsored By or Otherwise Established By Other Institutions</b>																						
9. Maximum amount of credit exposure arising from credit enhancements provided by the reporting institution to other institutions' securitization structures in the form of standby letters of credit, purchased subordinated securities, and other enhancements.....	BHCK B776			BHCK B777			BHCK B778			BHCK B779			BHCK B780			BHCK B781			BHCK B782			9.
	0			0			0			0			0			0			0			
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			0			
<b>Asset Sales</b>																						
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.
	750,000			0			214,000			0			0			0			228,000			
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.
	730,000			0			2,000			0			0			0			228,000			

**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.
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:					
a. 1-4 family residential mortgages serviced with recourse or other servicer-provided credit enhancements.....	B804		1,780,000		M.2.a.
b. 1-4 family residential mortgages serviced with no recourse or other servicer-provided credit enhancements.....	B805		275,387,000		M.2.b.
c. Other financial assets (1).....	A591		95,235,000		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		1,846,000		M.3.a.(1)
(2) Conduits sponsored by other unrelated institutions.....	B807		9,000		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		35,946,000		M.3.b.(1)
(2) Conduits sponsored by other unrelated institutions.....	B809		1,362,000		M.3.b.(2)
4. Outstanding credit card fees and finance charges (included in Schedule HC-S, item 1, column C)(2).....	C407		1,033,000		M.4.

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

2. Memorandum item 4 is to be completed by (1) bank holding companies that, together with affiliated institutions, have outstanding credit card receivables (as defined in the instructions) that exceed \$500 million as of the report date or (2) bank holding companies that on a consolidated basis are credit card specialty holding companies (as defined in the instructions).

**Notes to the Balance Sheet—Predecessor Financial Items**

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

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

**Notes to the Balance Sheet—Other**

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

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

**Example**

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

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

**Notes to the Balance Sheet—Other**

		Dollar Amount in Thousands				
		BHCK	Bil	Mil	Thou	
1.	5356					
		5356			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—Other, Continued

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

